

PEABODY MARK
Form 4
March 20, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PEABODY MARK

(Last) (First) (Middle)

130 COMMERCE WAY

(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

VP Astronics Advanced Electron

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
\$.01 PV Common Stock	03/16/2018		S ⁽¹⁾		2,000	D \$ 38.91	17,368	D	
\$.01 PV Class B Stock							109,005	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 3.27							12/09/2009	12/09/2018	\$.01 PV Com Stk	16,880
Option	\$ 3.27							12/09/2009	12/09/2018	\$.01 PV Cl B Stk	23,785
Option	\$ 3.27							12/03/2010	12/03/2019	\$.01 PV Com Stk	16,840
Option	\$ 3.27							12/03/2010	12/03/2019	\$.01 PV Cl B Stk	23,729
Option	\$ 8.82							12/02/2011	12/02/2020	\$.01 PV Com Stk	6,500
Option	\$ 8.82							12/02/2011	12/02/2020	\$.01 PV Cl B Stk	9,159
Option	\$ 15.63							12/01/2012	12/01/2021	\$.01 PV Com Stk	4,300
Option	\$ 15.63							12/01/2012	12/01/2021	\$.01 PV Cl B	5,117

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					Stk	
					\$.01	
Option	\$ 10.58		11/29/2013	11/29/2022	PV Com Stk	7,400
					\$.01	
Option	\$ 10.58		11/29/2013	11/29/2022	PV Cl B Stk	6,692
					\$.01	
Option	\$ 32.72		12/11/2014	12/11/2023	PV Com Stk	2,990
					\$.01	
Option	\$ 32.72		12/11/2014	12/11/2023	PV Cl B Stk	1,755
					\$.01	
Option	\$ 35.46		12/11/2015	12/11/2024	PV Com Stk	3,470
					\$.01	
Option	\$ 35.46		12/11/2015	12/11/2024	PV Cl B Stk	1,119
					\$.01	
Option	\$ 31.88		12/03/2016	12/03/2025	PV Com Stk	4,500
					\$.01	
Option	\$ 31.88		12/03/2016	12/03/2025	PV Cl B Stk	675
					\$.01	
Option	\$ 36.52		12/14/2017	12/14/2026	PV Com Stk	4,820
					\$.01	
Option	\$ 40.95		12/12/2018	12/12/2027	PV Com Stk	7,010
					\$.01	
Restricted Stock Unit	<u>(2)</u>		<u>(3)</u>	<u>(3)</u>	PV Com Stk	1,205

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEABODY MARK 130 COMMERCE WAY EAST AURORA, NY 14052			VP Astronics Advanced Electron	

Signatures

/s/Julie Davis, as Power of Attorney for Mark
Peabody

03/20/2018

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares sold pursuant to a 10b5-1 trading plan.

(2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.

Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period of January 1, 2018 -

(3) December 31, 2020. The "target" number of restricted stock units is reported. Between 75% and 115% of the target number of units may vest on December 31, 2020, with the vesting percentage determined based on actual performance.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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