

ASTRONICS CORP

Form 4

October 12, 2016

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 *
BURNEY DAVID C

(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)
10/11/2016

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-FINANCE, CFO

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 Indirect Beneficial Ownership (Instr. 4)
\$0.01 PV COMMON STOCK					26,855	D	
\$0.01 PV CLASS B STOCK	10/11/2016		J ⁽¹⁾	18,083 A \$ 0	111,786	D	

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

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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. Pr Deriv Secu (Instr.		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION	\$ 13.22							12/19/2008	12/19/2017	\$.01 PV COM STK	2,210	
OPTION	\$ 13.22	10/11/2016		<u>J(1)</u>		868		12/19/2008	12/19/2017	\$.01 PV Cl B Stk	4,445	\$
OPTION	\$ 3.27							12/09/2009	12/09/2018	\$.01 PV COM STK	12,690	
OPTION	\$ 3.27	10/11/2016		<u>J(1)</u>		3,988		12/09/2009	12/09/2018	\$.01 PV CL B STK	17,881	\$
OPTION	\$ 3.27							12/03/2010	12/03/2019	\$.01 PV COM STK	12,710	
OPTION	\$ 3.27	10/11/2016		<u>J(1)</u>		3,993		12/03/2010	12/03/2019	\$.01 PV CL B STK	17,909	\$
OPTION	\$ 8.82							12/02/2011	12/02/2020	\$.01 PV COM STK	5,000	
OPTION	\$ 8.82	10/11/2016		<u>J(1)</u>		1,571		12/02/2011	12/02/2020	\$.01 PV CL B STK	7,045	\$
OPTION	\$ 15.63							12/01/2012	12/01/2021		3,600	

								\$0.01 PV COM STK		
OPTION	\$ 15.63	10/11/2016	J ⁽¹⁾	1,028	12/01/2012	12/01/2021	\$0.01 PV CL B STK	4,284	\$	
OPTION	\$ 10.58				11/29/2013	11/29/2022	\$0.01 PV COM STK	6,400		
OPTION	\$ 10.58	10/11/2016	J ⁽¹⁾	1,590	11/29/2013	11/29/2022	\$0.01 PV CL B STK	5,788	\$	
OPTION	\$ 32.72				12/11/2014	12/11/2023	\$0.01 PV COM STK	2,600		
Option	\$ 32.72	10/11/2016	J ⁽¹⁾	538	12/11/2014	12/11/2023	\$0.01 PV CL B STK	1,526	\$	
OPTION	\$ 35.46				12/11/2015	12/11/2024	\$0.01 PV COM STK	3,150		
Option	\$ 35.46	10/11/2016	J ⁽¹⁾	543	12/11/2015	12/11/2024	\$0.01 PV CL B STK	1,016	\$	
Option	\$ 31.88				12/03/2016	12/03/2025	\$0.01 PV COM STK	4,100		
Option	\$ 31.88	10/11/2016	J ⁽¹⁾	615	12/03/2016	12/03/2025	\$0.01 PV CL B STK	615	\$	

Reporting Owners

[illegible]

BURNEY DAVID C
130 COMMERCE WAY
EAST AURORA, NY 14052

VP-FINANCE,
CFO

Signatures

/S/DAVID C.
BURNEY

10/12/2016

__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 issued pursuant to a three-for-twenty distribution of Class B stock to holders of both Common and Class B stock on the record date of October 11, 2016.

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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