

ASTRONICS CORP  
Form 4  
October 12, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KRAMER JAMES S**

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
				(A) or (D) Price			
\$.01 PV Common Stock					43,241	D	
\$.01 PV Class B Stock	10/11/2016		J <sup>(1)</sup>	43,786 A \$ 0	292,457	D	
\$.01 PV Common Stock					220	I	By Spouse <sup>(2)</sup>
\$.01 PV Class B Stock	10/11/2016		J <sup>(1)</sup>	118 A \$ 0	686	I	By Spouse <sup>(2)</sup>

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Stock

										JAMES SHORE KRAMER CUST FOR LEAH JANE KRAMER <u>(3)</u>
\$ .01 PV Common Stock						787			I	
\$ .01 PV Class B Stock	10/11/2016		<u>J(1)</u>	118	A	\$ 0	118		I	JAMES SHORE KRAMER CUST FOR LEAH JANE KRAMER <u>(3)</u>

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

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(9-02)

**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. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 5.76	10/11/2016		<u>J(1)</u>	978	12/12/2007	12/12/2016	\$.01 PV Cl B Stk	7,500	\$ 0
Option	\$ 13.22					12/19/2008	12/19/2017	\$.01 PV Com Stk	2,010	
Option	\$ 13.22	10/11/2016		<u>J(1)</u>	789	12/19/2008	12/19/2017	\$.01	4,043	\$ 0

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								PV Cl B Stk		
Option	\$ 3.27					12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800	
Option	\$ 3.27	10/11/2016		<u>J<sup>(1)</sup></u>	3,708	12/09/2009	12/09/2018	\$.01 PV Cl B Stk	16,627	\$ 0
Option	\$ 3.27					12/03/2010	12/03/2019	\$.01 PV Com Stk	11,750	
Option	\$ 3.27	10/11/2016		<u>J<sup>(1)</sup></u>	3,692	12/03/2010	12/03/2019	\$.01 PV Cl B Stk	16,557	\$ 0
Option	\$ 8.82					12/02/2011	12/02/2020	\$.01 PV Com Stk	4,350	
Option	\$ 8.82	10/11/2016		<u>J<sup>(1)</sup></u>	1,366	12/02/2011	12/02/2020	\$.01 PV Cl B Stk	6,129	\$ 0
Option	\$ 15.63					12/01/2012	12/01/2021	\$.01 PV Com Stk	3,200	
Option	\$ 15.63	10/11/2016		<u>J<sup>(1)</sup></u>	914	12/01/2012	12/01/2021	\$.01 PV Cl B Stk	3,808	\$ 0
Option	\$ 10.58					11/29/2013	11/29/2022	\$.01 PV Com Stk	5,700	
Option	\$ 10.58	10/11/2016		<u>J<sup>(1)</sup></u>	1,416	11/29/2013	11/29/2022	\$.01 PV Cl B Stk	5,155	\$ 0
Option	\$ 32.72					12/11/2014	12/11/2023	\$.01 PV	2,330	

Option	Price	Grant Date	Exercise Price	Quantity	Expiration Date	Stock Type	Quantity	Value
Option	\$ 32.72	10/11/2016	J <sup>(1)</sup>	482	12/11/2014	12/11/2023	Com Stk \$.01 PV Cl B Stk	1,367 \$ 0
Option	\$ 35.46				12/11/2015	12/11/2024	\$.01 PV Com Stk	2,720
Option	\$ 35.46	10/11/2016	J <sup>(1)</sup>	469	12/11/2015	12/11/2024	\$.01 PV Cl B Stk	877 \$ 0
Option	\$ 31.88				12/03/2016	12/03/2025	\$.01 PV Com Stk	3,500
Option	\$ 31.88	10/11/2016	J <sup>(1)</sup>	525	12/03/2016	12/03/2025	\$.01 PV Cl B Stk	525 \$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER JAMES S 130 COMMERCE WAY EAST AURORA, NY 14052			Executive Vice President	

## Signatures

/s/David C. Burney, as Power of Attorney for James S. Kramer  
 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.
- (2) Mr. Kramer disclaims any beneficial interest in the shares owned by his wife.
- (3) Represents shares held by James Shore Kramer Cust for Leah Jane Kramer. The beneficiary is the reporting person's immediate family.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.