

ASTRONICS CORP  
Form 4  
May 15, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
KEANE KEVIN T

(Last) (First) (Middle)  
1801 ELMWOOD AVE  
(Street)

BUFFALO, NY 14207

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/11/2017

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)

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) |   |                     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |                     |
| \$.01 PV Com Stk                | 05/11/2017                           |  | C <sup>(1)</sup>               |   | 209,557   | A  | <u>(2)</u> 238,529                                    | D |                     |
| \$.01 PV Com Stk                |                                      |  |                                |   |   |  | 58,120  | I | By spouse           |
| \$.01 PV Cl B Stk               | 05/11/2017                           |  | C <sup>(1)</sup>               |   | 209,557   | D  | <u>(2)</u> 234,020 <sup>(3)</sup>                     | D |                     |
| \$.01 PV Cl B Stk               |                                      |  |                                |   |   |  | 192,275   | I | By Spouse           |
| \$.01 PV Cl B Stk               |                                      |  |                                |   |   |  | 1,300,269   | I | By 5096 SARANAC LLC |

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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. 5) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   |  |                            |
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Option                                     | \$ 41.18   |                                      |  |                                |   | 09/03/2014   | 03/03/2024  | \$.01<br>PV<br>Com<br>Stk                  | 2,000                      |
| Option                                     | \$ 41.18   |                                      |  |                                |   | 09/03/2014   | 03/03/2024  | \$.01<br>PV<br>Cl B<br>Stk                 | 1,174                      |
| Option                                     | \$ 52.76   |                                      |  |                                |   | 09/10/2015   | 03/10/2025  | \$.01<br>PV<br>Com<br>Stk                  | 3,000                      |
| Option                                     | \$ 52.76   |                                      |  |                                |   | 09/10/2015   | 03/10/2025  | \$.01<br>PV<br>Cl B<br>Stk                 | 968                        |
| Option                                     | \$ 26.37   |                                      |  |                                |   | 08/26/2016   | 02/26/2026  | \$.01<br>PV<br>Com<br>Stk                  | 4,000                      |
| Option                                     | \$ 26.37   |                                      |  |                                |   | 08/26/2016   | 02/26/2016  | \$.01<br>PV<br>Cl B<br>Stk                 | 600                        |

|        |          |            |            |                            |       |
|--------|----------|------------|------------|----------------------------|-------|
| Option | \$ 32.77 | 09/07/2017 | 03/07/2017 | \$ .01<br>PV<br>Com<br>Stk | 4,000 |
|--------|----------|------------|------------|----------------------------|-------|

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KEANE KEVIN T<br>1801 ELMWOOD AVE<br>BUFFALO, NY 14207 | X             | X         |         |       |

## Signatures

/s/ Kevin T.  
Keane

05/15/2017

\_\_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) The Reporting Person converted 209,557 shares of Class B Common Stock into 209,557 shares of Common Stock on May 11, 2017 pursuant to the terms of the Class B Common Stock.
- (2) The Class B Common Stock is convertible at any time or from time to time, at the holder's election, into one (1) share of Common Stock. The Class B Common Stock has no maturity date.
- (3) Includes 195,040 shares of Class B Common Stock transferred from the Kevin T. Keane 2016 GRAT, a transfer that was exempt from Section 16(a) pursuant to Rule 16a-13.

### Remarks:

The filing of this statement shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities.

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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