

Mulato James
Form 4
February 28, 2019

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 *
Mulato James

(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)
02/26/2019

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)

Pres Astronics Test Systems

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					2,411	D	
\$.01 PV Class B Stock					869	D	
\$.01 PV Common Stock					100	I	Spouse ⁽¹⁾
\$.01 PV Class B Stock					32	I	Spouse ⁽¹⁾

Stock

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

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SEC 1474
(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 (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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 34.75					03/31/2015	03/31/2024	\$.01 PV Com Stk	2,400
Option	\$ 34.75					03/31/2015	03/31/2024	\$.01 PV Cl B Stk	1,980
Option	\$ 30.83					12/11/2015	12/11/2024	\$.01 PV Com Stk	3,300
Option	\$ 30.83					12/11/2015	12/11/2024	\$.01 PV Cl B Stk	1,719
Option	\$ 27.72					12/03/2016	12/03/2025	\$.01 PV Com Stk	4,300
Option	\$ 27.72					12/03/2016	12/03/2025	\$.01 PV Cl B Stk	1,387

Option	\$ 31.76				12/14/2017	12/14/2026	\$.01 PV Com Stk	6,560	
Option	\$ 31.76				12/14/2017	12/14/2026	\$.01 PV Cl B Stk	984	
Option	\$ 35.61				12/12/2018	12/12/2027	\$.01 PV Com Stk	7,950	
Option	\$ 35.61				12/12/2018	12/12/2027	\$.01 PV Cl B Stk	1,193	
Restricted Stock Unit	(2)				(3)	(3)	\$.01 PV Com Stk	2,175	
Restricted Stock Unit	(4)				(3)	(3)	\$.01 PV Cl B Stk	326	
Option	\$ 31.57				12/13/2019	12/13/2028	\$.01 PV Com Stk	11,570	
Restricted Stock Unit	(2)	02/26/2019		A	2,306	(5)	(5)	\$.01 PV Com Stk	2,306

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mulato James 130 COMMERCE WAY EAST AURORA, NY 14052				Pres Astronics Test Systems

Signatures

/s/Julie Davis, as Power of Attorney for James
Mulato 02/28/2019

__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) Represents shares owned by his wife.

(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.

(4) Each restricted stock unit represents the right to receive, at settlement, one share of Class B stock.

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

(5) 2019-December 31, 2021. The "target" number of restricted stock units is reported. Between 75% and 115% of the target number of units may vest on December 31, 2021, 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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