

ASTRONICS CORP

Form 4

December 15, 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 *
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)
12/14/2016

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)

Executive Vice President

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)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV Common Stock					42,003	D	
\$.01 PV Class B Stock					299,957	D	
\$.01 PV Common Stock					220	I	By Spouse (1)
\$.01 PV Class B					686	I	By Spouse (1)

Stock

\$.01 PV
Common
Stock

787

I

JAMES
SHORE
KRAMER
CUST FOR
LEAH
JANE
KRAMER
(2)

\$.01 PV
Class B
Stock

118

I

JAMES
SHORE
KRAMER
CUST FOR
LEAH
JANE
KRAMER
(2)

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 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 Deriva Securi (Instr.
				Code	V	(A)	(D)	
Option	\$ 13.22					12/19/2008	12/19/2017	\$.01 PV Com Stk
								2,010
Option	\$ 13.22					12/19/2008	12/19/2017	\$.01 PV Cl B Stk
								4,043
Option	\$ 3.27					12/09/2009	12/09/2018	\$.01
								11,800

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					PV Com Stk	
Option	\$ 3.27		12/09/2009	12/09/2018	\$.01 PV Cl B Stk	16,627
Option	\$ 3.27		12/03/2010	12/03/2019	\$.01 PV Com Stk	11,750
Option	\$ 3.27		12/03/2010	12/03/2019	\$.01 PV Cl B Stk	16,557
Option	\$ 8.82		12/02/2011	12/02/2020	\$.01 PV Com Stk	4,350
Option	\$ 8.82		12/02/2011	12/02/2020	\$.01 PV Cl B Stk	6,129
Option	\$ 15.63		12/01/2012	12/01/2021	\$.01 PV Com Stk	3,200
Option	\$ 15.63		12/01/2012	12/01/2021	\$.01 PV Cl B Stk	3,808
Option	\$ 10.58		11/29/2013	11/29/2022	\$.01 PV Com Stk	5,700
Option	\$ 10.58		11/29/2013	11/29/2022	\$.01 PV Cl B Stk	5,155
Option	\$ 32.72		12/11/2014	12/11/2023	\$.01 PV Com Stk	2,330
Option	\$ 32.72		12/11/2014	12/11/2023	\$.01 PV	1,367

									CI B Stk			
									\$.01 PV Com Stk			
Option	\$ 35.46					12/11/2015	12/11/2024			2,720		
									\$.01 PV CI B Stk			
Option	\$ 35.46					12/11/2015	12/11/2024			877		
									\$.01 PV Com Stk			
Option	\$ 31.88					12/03/2016	12/03/2025			3,500		
									\$.01 PV CI B Stk			
Option	\$ 31.88					12/03/2016	12/03/2025			525		
									\$.01 PV Com Stk			
Option	\$ 36.52	12/14/2016		A ⁽³⁾	3,670	12/14/2017	12/14/2026			3,670	\$ 36	

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
12/15/2016

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) Mr. Kramer disclaims any beneficial interest in the shares owned by his wife.

(2) Represents shares held by James Shore Kramer Cust for Leah Jane Kramer. The beneficiary is the reporting person's immediate family.

(3) Granted pursuant to the Company's 2011 Key Employee Stock Option Plan.

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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