

KRAMER JAMES S

Form 4

December 17, 2018

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)
12/13/2018

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 below) ____ Other (specify 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					39,632	D	
\$.01 PV Class B Stock					374,458	D	
\$.01 PV Common Stock					220	I	By Spouse (1)
\$.01 PV Class B					822	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

254

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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(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. Pr Deri Secu (Inst
				Code	V	(A)	(D)	
Option	\$ 2.84					12/03/2010	12/03/2019	\$.01 PV Com Stk
								11,750
Option	\$ 2.84					12/03/2010	12/03/2019	\$.01 PV Cl B Stk
								20,803
Option	\$ 7.68					12/02/2011	12/02/2020	\$.01
								4,350

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					PV Com Stk	
Option	\$ 7.68		12/02/2011	12/02/2020	\$.01 PV Cl B Stk	7,701
Option	\$ 13.59		12/01/2012	12/01/2021	\$.01 PV Com Stk	3,200
Option	\$ 13.59		12/01/2012	12/01/2021	\$.01 PV Cl B Stk	4,859
Option	\$ 9.2		11/29/2013	11/29/2022	\$.01 PV Com Stk	5,700
Option	\$ 9.2		11/29/2013	11/29/2022	\$.01 PV Cl B Stk	6,783
Option	\$ 28.45		12/11/2014	12/11/2023	\$.01 PV Com Stk	2,330
Option	\$ 28.45		12/11/2014	12/11/2023	\$.01 PV Cl B Stk	1,922
Option	\$ 30.83		12/11/2015	12/11/2024	\$.01 PV Com Stk	2,720
Option	\$ 30.83		12/11/2015	12/11/2024	\$.01 PV Cl B Stk	1,417
Option	\$ 27.72		12/03/2016	12/03/2025	\$.01 PV Com Stk	3,500
Option	\$ 27.72		12/03/2016	12/03/2025	\$.01 PV	1,129

										CI B Stk		
										\$.01 PV Com Stk		
Option	\$ 31.76					12/14/2017	12/14/2026				3,670	
										\$.01 PV CI B Stk		
Option	\$ 31.76					12/14/2017	12/14/2026				551	
										\$.01 PV Com Stk		
Option	\$ 35.61					12/12/2018	12/12/2027				5,340	
										\$.01 PV CI B Stk		
Option	\$ 35.61					12/12/2018	12/12/2027				801	
										\$.01 PV Com Stk		
Restricted Stock Unit	(3)					(4)	(4)				920	
										\$.01 PV CI B Stk		
Restricted Stock Unit	(5)					(4)	(4)				138	
										\$.01 PV Com Stk		
Option	\$ 31.57	12/13/2018		A	7,060	12/13/2019	12/13/2028				7,060	\$ 3

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/Julie Davis, as Power of Attorney for James S.
Kramer

12/17/2018

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

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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