

ASTRONICS CORP

Form 4

October 12, 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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKENNA ROBERT J

(Last) (First) (Middle)

38 QUARTERMASTER DRIVE

(Street)

SALEM, SC 29676

(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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
\$0.01 PV Com Stk							60,186	I	Robert J McKenna Revocable Trust ⁽¹⁾
\$0.01 PV Cl B Stk	10/11/2016		J ⁽²⁾		9,027	A \$ 0	9,027	I	Robert J McKenna Revocable Trust ⁽¹⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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	\$ 8.95							08/28/2011	02/28/2021	\$0.01 PV Com Stk	2,500	
Option	\$ 8.95	10/11/2016		<u>J</u> ⁽²⁾		786		08/28/2011	02/28/2021	\$0.01 PV Cl B Stk	3,523	\$ 0
Option	\$ 15.75							08/28/2012	02/28/2022	\$0.01 PV Com Stk	3,000	
Option	\$ 15.75	10/11/2016		<u>J</u> ⁽²⁾		857		08/28/2012	02/28/2022	\$0.01 PV Cl B Stk	3,570	\$ 0
Option	\$ 14.55							08/22/2013	02/22/2023	\$0.01 PV Com Stk	3,000	
Option	\$ 14.55	10/11/2016		<u>J</u> ⁽²⁾		745		08/22/2013	02/22/2023	\$0.01 PV Cl B Stk	2,713	\$ 0
Option	\$ 41.18							09/03/2014	03/03/2024	\$0.01 PV Com Stk	2,000	

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Option	\$ 41.18	10/11/2016	<u>J</u> (2)	414	09/03/2014	03/03/2024	\$.01 PV Cl B Stk	1,174	\$ 0
Option	\$ 52.76				09/10/2015	03/10/2025	\$.01 PV Com Stk	3,000	
Option	\$ 52.76	10/11/2016	<u>J</u> (2)	518	09/10/2015	03/10/2025	\$.01 PV Cl B Stk	968	\$ 0
Option	\$ 26.37				08/26/2016	02/26/2026	\$.01 PV Com Stk	4,000	
Option	\$ 26.37	10/11/2016	<u>J</u> (2)	600	08/26/2016	02/26/2026	\$.01 PV Cl B Stk	600	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNA ROBERT J 38 QUARTERMASTER DRIVE SALEM, SC 29676			X	

Signatures

/s/David C. Burney as Power of Attorney for Robert J.
McKenna

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) Represents shares held by the Robert J. McKenna Revocable Trust. The beneficiaries of the trust are the reporting persons immediate family. The reporting person serves as one of two trustees and shares voting and investment power.
- (2) 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.

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.