

PEABODY MARK

Form 4

May 01, 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PEABODY MARK

(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)  
04/27/2018

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)

VP Astronics Advanced Electron

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV Common Stock	04/27/2018		S <sup>(1)</sup>		2,000	D	\$ 38.34
\$.01 PV Class B Stock							11,368
							109,005

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  
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SEC 1474  
(9-02)

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**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)	Title	Amount or Number of Shares
Option	\$ 3.27					12/09/2009 12/09/2018	\$.01 PV Com Stk	16,880
Option	\$ 3.27					12/09/2009 12/09/2018	\$.01 PV Cl B Stk	23,785
Option	\$ 3.27					12/03/2010 12/03/2019	\$.01 PV Com Stk	16,840
Option	\$ 3.27					12/03/2010 12/03/2019	\$.01 PV Cl B Stk	23,729
Option	\$ 8.82					12/02/2011 12/02/2020	\$.01 PV Com Stk	6,500
Option	\$ 8.82					12/02/2011 12/02/2020	\$.01 PV Cl B Stk	9,159
Option	\$ 15.63					12/01/2012 12/01/2021	\$.01 PV Com Stk	4,300
Option	\$ 15.63					12/01/2012 12/01/2021	\$.01 PV Cl B	5,117

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					Stk	
					\$.01	
Option	\$ 10.58		11/29/2013	11/29/2022	PV	7,400
					Com	
					Stk	
					\$.01	
Option	\$ 10.58		11/29/2013	11/29/2022	PV	6,692
					Cl B	
					Stk	
					\$.01	
Option	\$ 32.72		12/11/2014	12/11/2023	PV	2,990
					Com	
					Stk	
					\$.01	
Option	\$ 32.72		12/11/2014	12/11/2023	PV	1,755
					Cl B	
					Stk	
					\$.01	
Option	\$ 35.46		12/11/2015	12/11/2024	PV	3,470
					Com	
					Stk	
					\$.01	
Option	\$ 35.46		12/11/2015	12/11/2024	PV	1,119
					Cl B	
					Stk	
					\$.01	
Option	\$ 31.88		12/03/2016	12/03/2025	PV	4,500
					Com	
					Stk	
					\$.01	
Option	\$ 31.88		12/03/2016	12/03/2025	PV	675
					Cl B	
					Stk	
					\$.01	
Option	\$ 36.52		12/14/2017	12/14/2026	PV	4,820
					Com	
					Stk	
					\$.01	
Option	\$ 40.95		12/12/2018	12/12/2027	PV	7,010
					Com	
					Stk	
Restricted					\$.01	
Stock Unit	(2)	(3)	(3)		PV	1,205
					Com	
					Stk	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEABODY MARK 130 COMMERCE WAY EAST AURORA, NY 14052			VP Astronics Advanced Electron	

## Signatures

/s/Julie Davis, as Power of Attorney for Mark  
Peabody

05/01/2018

\_\_\_\_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) Shares sold pursuant to a 10b5-1 trading plan.

(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.

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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