

PEABODY MARK
Form 4
December 17, 2018

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 *
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)
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
 Officer (give title below) _____ Other (specify below)
VP Astronics Advanced Electron

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| \$.01 PV Common Stock | | | | | 22,761 | D | |
| \$.01 PV Class B Stock | | | | | 156,992 | D | |

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

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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 or Value of Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|-----------------|-------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option | \$ 2.84 | | | | | | | 12/03/2010 | 12/03/2019 | PV Com Stk | 16,840 |
| Option | \$ 2.84 | | | | | | | 12/03/2010 | 12/03/2019 | PV Cl B Stk | 29,814 |
| Option | \$ 7.68 | | | | | | | 12/02/2011 | 12/02/2020 | PV Com Stk | 6,500 |
| Option | \$ 7.68 | | | | | | | 12/02/2011 | 12/02/2020 | PV Cl B Stk | 11,508 |
| Option | \$ 13.59 | | | | | | | 12/01/2012 | 12/01/2021 | PV Com Stk | 4,300 |
| Option | \$ 13.59 | | | | | | | 12/01/2012 | 12/01/2021 | PV Cl B Stk | 6,530 |
| Option | \$ 9.2 | | | | | | | 11/29/2013 | 11/29/2022 | PV Com Stk | 7,400 |
| Option | \$ 9.2 | | | | | | | 11/29/2013 | 11/29/2022 | PV Cl B Stk | 8,807 |

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| | | | | | |
|--------------------------|------------|------------|------------|-----------------------------|-------|
| Option | \$ 28.45 | 12/11/2014 | 12/11/2023 | \$.01 PV Com Stk | 2,990 |
| Option | \$ 28.45 | 12/11/2014 | 12/11/2023 | \$.01 PV Cl B Stk | 2,467 |
| Option | \$ 30.83 | 12/11/2015 | 12/11/2024 | \$.01 PV Com Stk | 3,470 |
| Option | \$ 30.83 | 12/11/2015 | 12/11/2024 | \$.01 PV Cl B Stk | 1,807 |
| Option | \$ 27.72 | 12/03/2016 | 12/03/2025 | \$.01 PV Com Stk | 4,500 |
| Option | \$ 27.72 | 12/03/2016 | 12/03/2025 | \$.01 PV Cl B Stk | 1,451 |
| Option | \$ 31.76 | 12/14/2017 | 12/14/2026 | \$.01 PV Com Stk | 4,820 |
| Option | \$ 31.76 | 12/14/2017 | 12/14/2026 | \$.01 PV Cl B Stk | 723 |
| Option | \$ 35.61 | 12/12/2018 | 12/12/2027 | \$.01 PV Com Stk | 7,010 |
| Option | \$ 35.61 | 12/12/2018 | 12/12/2027 | \$.01 PV Cl B Stk | 1,052 |
| Restricted Stock Unit | <u>(1)</u> | <u>(2)</u> | <u>(2)</u> | \$.01 PV Com Stk | 1,205 |
| | <u>(3)</u> | <u>(2)</u> | <u>(2)</u> | | 180 |

Restricted
Stock Unit

\$.01
PV
Cl B
Stk

| | | | | | | | | | | |
|--------|----------|------------|--|---|-------|------------|------------|---------------------------|-------|------|
| Option | \$ 31.57 | 12/13/2018 | | A | 9,280 | 12/13/2019 | 12/13/2028 | \$.01 PV Com Stk | 9,280 | \$ 3 |
|--------|----------|------------|--|---|-------|------------|------------|---------------------------|-------|------|

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

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) 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 -
- (2) 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.
- (3) 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. 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.