

DRENNING JOHN B
 Form 4
 June 12, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
DRENNING JOHN B

(Last) (First) (Middle)

THE GUARANTY BUILDING, 140 PEARL ST., SUITE 100

(Street)

BUFFALO, NY 14202-4040

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2018

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)

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) Price			
\$.01 PV Com Stk					40,779	D	
\$.01 PV Cl B Stk	06/08/2018		G	60,000 D \$ 0	381,727	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 of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 3.07					09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000
Option	\$ 3.07					09/05/2009	03/05/2019	\$.01 PV Cl B Stk	5,636
Option	\$ 3.67					09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000
Option	\$ 3.67					09/02/2010	03/02/2020	\$.01 PV Cl B Stk	7,045
Option	\$ 8.95					08/28/2011	02/28/2021	\$.01 PV Com Stk	2,500
Option	\$ 8.95					08/28/2011	02/28/2021	\$.01 PV Cl B Stk	3,523
Option	\$ 15.75					08/28/2012	02/28/2022	\$.01 PV Com Stk	3,000
Option	\$ 15.75					08/28/2012	02/28/2022	\$.01 PV	3,570

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Option	\$ 14.55	08/22/2013	02/22/2023	CI B Stk \$.01 PV Com Stk	3,000
Option	\$ 14.55	08/22/2013	02/22/2023	CI B Stk \$.01 PV CI B Stk	2,713
Option	\$ 41.18	09/03/2014	03/03/2024	Stk \$.01 PV Com Stk	2,000
Option	\$ 41.18	09/03/2014	03/03/2024	Stk \$.01 PV CI B Stk	1,174
Option	\$ 52.76	09/10/2015	03/10/2025	Stk \$.01 PV Com Stk	3,000
Option	\$ 52.76	09/10/2015	03/10/2025	Stk \$.01 PV CI B Stk	968
Option	\$ 26.37	08/26/2016	02/26/2026	Stk \$.01 PV Com Stk	4,000
Option	\$ 26.37	08/26/2016	02/26/2026	Stk \$.01 PV CI B Stk	600
Option	\$ 32.77	09/07/2017	03/07/2027	Stk \$.01 PV Com Stk	4,000
Option	\$ 39.15	03/02/2019	03/02/2028	Stk \$.01 PV Com Stk	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENNING JOHN B THE GUARANTY BUILDING 140 PEARL ST., SUITE 100 BUFFALO, NY 14202-4040	X			

Signatures

/s/Julie Davis as Power of Attorney for John B.
Drenning

06/12/2018

__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).

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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