KRAMER JAMES S
Form 4
February 25, 2019

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(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)
02/22/2019

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	02/22/2019		M		11,750	A	$ 2.84	51,382	D	
$.01 PV Common Stock	02/22/2019		F		2,607	D	$ 35.47	48,775	D	
$.01 PV Class B Stock	02/22/2019		M		20,803	A	$ 2.84	395,261	D	
$.01 PV Common	02/22/2019		J (1)		220	D	$ 0	0	I	Custodian

Stock										
$.01 PV Class B Stock	02/22/2019		J(1)		822	D	$ 0	0	I	Custodian
$.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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. P De Se (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	$ 2.84	02/22/2019		M			11,750	12/03/2010	12/03/2019	$.01 PV Com Stk	11,750	$
Option	$ 2.84	02/22/2019		M			20,803	12/03/2010	12/03/2019	$.01 PV Cl B	20,803	$

				Stk	
Option	$ 7.68	12/02/2011	12/02/2020	$.01 PV Com Stk	4,350
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 Cl B Stk	1,129
Option	$ 31.76		12/14/2017	12/14/2026	$.01 PV Com Stk	3,670
Option	$ 31.76		12/14/2017	12/14/2026	$.01 PV Cl B Stk	551
Option	$ 35.61		12/12/2018	12/12/2027	$.01 PV Com Stk	5,340
Option	$ 35.61		12/12/2018	12/12/2027	$.01 PV Cl B Stk	801
Restricted Stock Unit	(3)		(4)	(4)	$.01 PV Com Stk	920
Restricted Stock Unit	(5)		(4)	(4)	$.01 PV Cl B Stk	138
Option	$ 31.57		12/13/2019	12/13/2028	$.01 PV Com Stk	7,060

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	02/25/2019
**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)** These shares were previously held as custodian. Shares were previously held for the benefit of a minor child. As the child has reached the age of majority, the shares are no longer indirectly held by Mr. Kramer.
- **(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.
- **(4)** 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.
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.