PEABODY MARK

Form 4 October 16, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PEABODY MARK Issuer Symbol ASTRONICS CORP [ATRO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 130 COMMERCE WAY 10/12/2018 below) VP Astronics Advanced Electron (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting EAST AURORA, NY 14052 Person

(City)	(State) (Z	Zip) Table	I - Non-De	erivative Se	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		of	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)
\$.01 PV Common Stock							11,675	D	
\$.01 PV Class B Stock	10/12/2018		J <u>(1)</u>	18,102	A	\$0	127,107	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number conf 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 Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	i.
Option	\$ 2.85					12/09/2009	12/09/2018	\$.01 PV Com Stk	16,880	
Option	\$ 2.85	10/12/2018		<u>J(1)</u>	6,100	12/09/2009	12/09/2018	\$.01 PV Cl B Stk	29,885	
Option	\$ 2.84					12/03/2010	12/03/2019	\$.01 PV Com Stk	16,840	
Option	\$ 2.84	10/12/2018		<u>J(1)</u>	6,085	12/03/2010	12/03/2019	\$.01 PV Cl B Stk	29,814	
Option	\$ 7.68					12/02/2011	12/02/2020	\$.01 PV Com Stk	6,500	
Option	\$ 7.68	10/12/2018		J <u>(1)</u>	2,349	12/02/2011	12/02/2020	\$.01 PV Cl B Stk	11,508	
Option	\$ 13.59					12/01/2012	12/01/2021	\$.01 PV Com Stk	4,300	
Option	\$ 13.59	10/12/2018		J <u>(1)</u>	1,412	12/01/2012	12/01/2021	\$.01 PV Cl B Stk	6,530	

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Option	\$ 9.2				11/29/2013	11/29/2022	\$.01 PV Com Stk	7,400
Option	\$ 9.2	10/12/2018	J <u>(1)</u>	2,114	11/29/2013	11/29/2022	\$.01 PV Cl B Stk	8,807
Option	\$ 28.45				12/11/2014	12/11/2023	\$.01 PV Com Stk	2,990
Option	\$ 28.45	10/12/2018	J <u>(1)</u>	712	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	10/12/2018	J <u>(1)</u>	688	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	10/12/2018	J <u>(1)</u>	776	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	10/12/2018	<u>J(1)</u>	723	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	10/12/2018	<u>J(1)</u>	1,052	12/12/2018	12/12/2027		1,052

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							\$.01 PV Cl B Stk	
Restricted Stock Unit	(2)				(3)	(3)	\$.01 PV Com Stk	1,205
Restricted Stock Unit	<u>(4)</u>	10/12/2018	<u>J(1)</u>	180	(3)	(3)	\$.01 PV Cl B Stk	180

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

10/16/2018

**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 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 12, 2018.
- (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.
- (4) 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.

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