#### **GUNDERMANN PETER J**

Form 4

December 10, 2018

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Form filed by More than One Reporting

Person

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GUNDERMANN PETER J** Issuer Symbol ASTRONICS CORP [ATRO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify 130 COMMERCE WAY 12/06/2018 below) PRESIDENT/CEO (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

### EAST AURORA, NY 14052

(City)	(State) (Z	ip) Table	I - Non-De	erivative Se	curiti	es Acquii	ed, Disposed of,	or Beneficiall	y 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)	3. 4. Securities Acquired Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(111511. 4)	
\$.01 PV COMMON STOCK	12/06/2018		M	35,451	A	\$ 2.85	42,872	D	
\$.01 PV COMMON STOCK	12/06/2018		F	35,451	D	\$ 31.87	7,421	D	
\$.01 PV CLASS B STOCK	12/06/2018		M	64,644	A	\$ 2.85	625,120	D	
\$.01 PV CLASS B	12/06/2018		F	5,804	D	\$ 31.87	619,316	D	

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#### **STOCK**

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

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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. Transactic Code (Instr. 8)	Secu Acqu or D (D)	urities uired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION	\$ 2.85	12/06/2018		M		35,451	12/09/2009	12/09/2018	\$.01 PV COM STK	35,451	
OPTION	\$ 2.85	12/06/2018		M		64,644	12/09/2009	12/09/2018	\$.01 PV CL B STK	64,644	
OPTION	\$ 2.84						12/03/2010	12/03/2019	\$.01 PV COM STK	37,480	
OPTION	\$ 2.84						12/03/2010	12/03/2019	\$.01 PV CL B STK	66,355	
OPTION	\$ 7.68						12/02/2011	12/02/2020	\$.01 PV COM STK	14,700	
OPTION	\$ 7.68						12/02/2011	12/02/2020	\$.01 PV CL B STK	26,025	
OPTION	\$ 13.59						12/01/2012	12/01/2021		10,700	

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				\$.01 PV COM STK	
OPTION	\$ 13.59	12/01/2012	12/01/2021	\$.01 PV CL B STK	16,249
OPTION	\$ 9.2	11/29/2013	11/29/2022	\$.01 PV COM STK	18,700
OPTION	\$ 9.2	11/29/2013	11/29/2022	\$.01 PV CL B STK	22,254
OPTION	\$ 28.45	12/11/2014	12/11/2023	\$.01 PV COM STK	8,300
OPTION	\$ 28.45	12/11/2014	12/11/2023	\$.01 PV CL B STK	6,848
OPTION	\$ 30.83	12/11/2015	12/11/2024	\$.01 PV COM STK	10,100
OPTION	\$ 30.83	12/11/2015	12/11/2024	\$.01 PV CL B STK	5,261
OPTION	\$ 27.72	12/03/2016	12/03/2025	\$.01 PV COM STK	13,700
Option	\$ 27.72	12/03/2016	12/03/2025	\$.01 PV CL B STK	4,418
Option	\$ 31.76	12/14/2017	12/14/2026	\$.01 PV COM STK	14,460
Option	\$ 31.76	12/14/2017	12/14/2026		2,169

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				\$.01 PV CL B STK	
Option	\$ 35.61	12/12/2018	12/12/2027	\$.01 PV COM STK	26,300
Option	\$ 35.61	12/12/2018	12/12/2027	\$.01 PV CL B STK	3,945
Restricted Stock Unit	<u>(1)</u>	<u>(2)</u>	<u>(2)</u>	\$.01 PV COM STK	1,805
Restricted Stock Unit	(3)	(2)	<u>(2)</u>	\$.01 PV CL B STK	270

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
GUNDERMANN PETER J 130 COMMERCE WAY EAST AURORA, NY 14052	X		PRESIDENT/CEO				

# **Signatures**

/S/JULIE DAVIS, AS POWER OF ATTORNEY FOR PETER J. GUNDERMANN

12/10/2018

\*\*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.

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