

DRENNING JOHN B

Form 4

February 28, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
02/26/2019

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| \$.01 PV<br>Com Stk                   |                                         |                                                             |                                      |                                                                            | 40,779                                                                                                             | D                                                                    |                                                                   |
| \$.01 PV<br>Cl B Stk                  |                                         |                                                             |                                      |                                                                            | 445,103                                                                                                            | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |                    | 8. Pri<br>Deriv<br>Secu<br>(Instr |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------------|--------------------|-----------------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                       | Expiration<br>Date | Title                             | Amount<br>or<br>Number<br>of<br>Shares |
| Option                                              | \$ 2.67                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 09/05/2009                                                                | 03/05/2019         | \$.01<br>PV<br>Com<br>Stk         | 4,000                                  |
| Option                                              | \$ 2.67                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 09/05/2009                                                                | 03/05/2019         | \$.01<br>PV<br>Cl B<br>Stk        | 7,081                                  |
| Option                                              | \$ 3.19                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 09/02/2010                                                                | 03/02/2020         | \$.01<br>PV<br>Com<br>Stk         | 5,000                                  |
| Option                                              | \$ 3.19                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 09/02/2010                                                                | 03/02/2020         | \$.01<br>PV<br>Cl B<br>Stk        | 8,852                                  |
| Option                                              | \$ 7.78                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 08/28/2011                                                                | 02/28/2021         | \$.01<br>PV<br>Com<br>Stk         | 2,500                                  |
| Option                                              | \$ 7.78                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 08/28/2011                                                                | 02/28/2021         | \$.01<br>PV<br>Cl B<br>Stk        | 4,426                                  |
| Option                                              | \$ 13.69                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 08/28/2012                                                                | 02/28/2022         | \$.01<br>PV<br>Com<br>Stk         | 3,000                                  |
| Option                                              | \$ 13.69                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 08/28/2012                                                                | 02/28/2022         | \$.01<br>PV<br>Cl B<br>Stk        | 4,556                                  |

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|        |          |            |            |                            |       |
|--------|----------|------------|------------|----------------------------|-------|
| Option | \$ 12.65 | 08/22/2013 | 02/22/2023 | \$.01<br>PV<br>Com<br>Stk  | 3,000 |
| Option | \$ 12.65 | 08/22/2013 | 02/22/2023 | \$.01<br>PV<br>Cl B<br>Stk | 3,570 |
| Option | \$ 35.81 | 09/03/2014 | 03/03/2024 | \$.01<br>PV<br>Com<br>Stk  | 2,000 |
| Option | \$ 35.81 | 09/03/2014 | 03/03/2024 | \$.01<br>PV<br>Cl B<br>Stk | 1,650 |
| Option | \$ 45.88 | 09/10/2015 | 03/10/2025 | \$.01<br>PV<br>Com<br>Stk  | 3,000 |
| Option | \$ 45.88 | 09/10/2015 | 03/10/2025 | \$.01<br>PV<br>Cl B<br>Stk | 1,563 |
| Option | \$ 22.93 | 08/26/2016 | 02/26/2026 | \$.01<br>PV<br>Com<br>Stk  | 4,000 |
| Option | \$ 22.93 | 08/26/2016 | 02/26/2026 | \$.01<br>PV<br>Cl B<br>Stk | 1,290 |
| Option | \$ 28.5  | 09/07/2017 | 03/07/2027 | \$.01<br>PV<br>Com<br>Stk  | 4,000 |
| Option | \$ 28.5  | 09/07/2017 | 03/07/2027 | \$.01<br>PV<br>Cl B<br>Stk | 600   |
| Option | \$ 34.04 | 03/02/2019 | 03/02/2028 | \$.01<br>PV<br>Com<br>Stk  | 4,000 |
| Option | \$ 34.04 | 03/02/2019 | 03/02/2028 |                            | 600   |

|                       |     |            |   |       |     |     |                             |       |    |
|-----------------------|-----|------------|---|-------|-----|-----|-----------------------------|-------|----|
| Restricted Stock Unit | (1) | 02/26/2019 | A | 2,222 | (2) | (2) | \$0.01<br>PV<br>Cl B<br>Stk | 2,222 | \$ |
|-----------------------|-----|------------|---|-------|-----|-----|-----------------------------|-------|----|

## Reporting Owners

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

## Signatures

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

02/28/2019

\*\*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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (2) These restricted stock units are scheduled to vest 100% on August 26, 2019.

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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