

PEABODY MARK
Form 4
February 28, 2019

FORM 4

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

OMB APPROVAL

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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 *
PEABODY MARK

(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)
02/26/2019

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)
VP Astronics Advanced Electron

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 Common Stock					22,761	D	
\$.01 PV Class B Stock					156,992	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 or Fair Value of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 2.84							12/03/2010	12/03/2019	\$.01 PV Com Stk	16,840
Option	\$ 2.84							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							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							12/01/2012	12/01/2021	\$.01 PV Cl B Stk	6,530
Option	\$ 9.2							11/29/2013	11/29/2022	\$.01 PV Com Stk	7,400
Option	\$ 9.2							11/29/2013	11/29/2022	\$.01 PV Cl B Stk	8,807

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Option	\$ 28.45	12/11/2014	12/11/2023	\$.01 PV Com Stk	2,990
Option	\$ 28.45	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	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	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	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	12/12/2018	12/12/2027	\$.01 PV Cl B Stk	1,052
Restricted Stock Unit	<u>(1)</u>	<u>(2)</u>	<u>(2)</u>	\$.01 PV Com Stk	1,205
	<u>(3)</u>	<u>(2)</u>	<u>(2)</u>		180

Restricted Stock Unit									\$.01 PV Cl B Stk	
Option	\$ 31.57				12/13/2019	12/13/2028			\$.01 PV Com Stk	9,280
Restricted Stock Unit	<u>1</u>	02/26/2019	A	1,220	<u>(4)</u>	<u>(4)</u>			\$.01 PV Com Stk	1,220

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

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.

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.

Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period of January 1,

(4) 2019-December 31, 2021. The "target" number of restricted stock units is reported. Between 75% and 115% of the target number of units may vest on December 31, 2021, with the vesting percentage determined based on actual performance.

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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