

DRENNING JOHN B
 Form 4
 October 16, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
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)
10/12/2018

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 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 Com Stk					40,779	D	
\$.01 PV Cl B Stk	10/12/2018		J ⁽¹⁾	63,378 A	\$ 0 445,103	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 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 of Derivative Security (Instr. 3)
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Option	\$ 2.67							PV Com Stk	4,000
Option	\$ 2.67	10/12/2018		<u>J</u> ⁽¹⁾		1,445		PV Cl B Stk	7,081
Option	\$ 3.19							PV Com Stk	5,000
Option	\$ 3.19	10/12/2018		<u>J</u> ⁽¹⁾		1,807		PV Cl B Stk	8,852
Option	\$ 7.78							PV Com Stk	2,500
Option	\$ 7.78	10/12/2018		<u>J</u> ⁽¹⁾		903		PV Cl B Stk	4,426
Option	\$ 13.69							PV Com Stk	3,000
Option	\$ 13.69	10/12/2018		<u>J</u> ⁽¹⁾		986		PV Cl B Stk	4,556

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Option	\$ 12.65					08/22/2013	02/22/2023	\$.01 PV Com Stk	3,000	
Option	\$ 12.65	10/12/2018		<u>J⁽¹⁾</u>	857	08/22/2013	02/22/2023	\$.01 PV Cl B Stk	3,570	\$ 0
Option	\$ 35.81					09/03/2014	03/03/2024	\$.01 PV Com Stk	2,000	
Option	\$ 35.81	10/12/2018		<u>J⁽¹⁾</u>	476	09/03/2014	03/03/2024	\$.01 PV Cl B Stk	1,650	\$ 0
Option	\$ 45.88					09/10/2015	03/10/2025	\$.01 PV Com Stk	3,000	
Option	\$ 45.88	10/12/2018		<u>J⁽¹⁾</u>	595	09/10/2015	03/10/2025	\$.01 PV Cl B Stk	1,563	\$ 0
Option	\$ 22.93					08/26/2016	02/26/2026	\$.01 PV Com Stk	4,000	
Option	\$ 22.93	10/12/2018		<u>J⁽¹⁾</u>	690	08/26/2016	02/26/2026	\$.01 PV Cl B Stk	1,290	\$ 0
Option	\$ 28.5					09/07/2017	03/07/2027	\$.01 PV Com Stk	4,000	
Option	\$ 28.5	10/12/2018		<u>J⁽¹⁾</u>	600	09/07/2017	03/07/2027	\$.01 PV Cl B Stk	600	\$ 0
Option	\$ 34.04					03/02/2019	03/02/2028	\$.01 PV Com Stk	4,000	
Option	\$ 34.04	10/12/2018		<u>J⁽¹⁾</u>	600	03/02/2019	03/02/2028		600	\$ 0

\$.01
PV
Cl B
Stk

Reporting Owners

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

Signatures

/s/Julie Davis as Power of Attorney for John B. 10/16/2018
Drenning

**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.

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.