

KRAMER JAMES S  
Form 4  
December 14, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KRAMER JAMES S**

(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)  
12/12/2017

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)

Executive Vice President

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) Code V Amount (D) Price			
\$.01 PV Common Stock					42,003	D	
\$.01 PV Class B Stock					303,402	D	
\$.01 PV Common Stock					220	I	By Spouse <u>(1)</u>
\$.01 PV Class B Stock					686	I	By Spouse <u>(1)</u>

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Stock

\$.01 PV Common Stock	787	I	JAMES SHORE KRAMER CUST FOR LEAH JANE KRAMER <u>(2)</u>
\$.01 PV Class B Stock	118	I	JAMES SHORE KRAMER CUST FOR LEAH JANE KRAMER <u>(2)</u>

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. 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 Deriva Securi (Instr.			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 3.27							12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800
Option	\$ 3.27							12/09/2009	12/09/2018	\$.01 PV Cl B Stk	16,627
Option	\$ 3.27							12/03/2010	12/03/2019	\$.01	11,750

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					PV Com Stk	
Option	\$ 3.27		12/03/2010	12/03/2019	\$.01 PV Cl B Stk	16,557
Option	\$ 8.82		12/02/2011	12/02/2020	\$.01 PV Com Stk	4,350
Option	\$ 8.82		12/02/2011	12/02/2020	\$.01 PV Cl B Stk	6,129
Option	\$ 15.63		12/01/2012	12/01/2021	\$.01 PV Com Stk	3,200
Option	\$ 15.63		12/01/2012	12/01/2021	\$.01 PV Cl B Stk	3,808
Option	\$ 10.58		11/29/2013	11/29/2022	\$.01 PV Com Stk	5,700
Option	\$ 10.58		11/29/2013	11/29/2022	\$.01 PV Cl B Stk	5,155
Option	\$ 32.72		12/11/2014	12/11/2023	\$.01 PV Com Stk	2,330
Option	\$ 32.72		12/11/2014	12/11/2023	\$.01 PV Cl B Stk	1,367
Option	\$ 35.46		12/11/2015	12/11/2024	\$.01 PV Com Stk	2,720
Option	\$ 35.46		12/11/2015	12/11/2024	\$.01 PV	877

Option	\$ 31.88					12/03/2016	12/03/2025		\$ .01 PV Com Stk	3,500			
Option	\$ 31.88					12/03/2016	12/03/2025		\$ .01 PV Cl B Stk	525			
Option	\$ 36.52					12/14/2017	12/14/2026		\$ .01 PV Com Stk	3,670			
Option	\$ 40.95	12/12/2017		A <sup>(3)</sup>	5,340	12/12/2018	12/12/2027		\$ .01 PV Com Stk	5,340	\$ 40		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER JAMES S 130 COMMERCE WAY EAST AURORA, NY 14052			Executive Vice President	

## Signatures

/s/Julie Davis, as Power of Attorney for James S. Kramer

12/14/2017

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) Mr. Kramer disclaims any beneficial interest in the shares owned by his wife.
- (2) Represents shares held by James Shore Kramer Cust for Leah Jane Kramer. The beneficiary is the reporting person's immediate family.
- (3) Granted pursuant to the Astronics Corporation 2017 Long Term Incentive Plan.

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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