

BURNEY DAVID C
 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 *
 BURNEY DAVID C

(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-FINANCE, CFO

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					37,434	D	
\$.01 PV CLASS B STOCK					160,315	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. P. Der Sec (Ins	
				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	12,710
OPTION	\$ 2.84					12/03/2010	12/03/2019	\$.01 PV CL B STK	22,502
OPTION	\$ 7.68					12/02/2011	12/02/2020	\$.01 PV COM STK	5,000
OPTION	\$ 7.68					12/02/2011	12/02/2020	\$.01 PV CL B STK	8,852
OPTION	\$ 13.59					12/01/2012	12/01/2021	\$.01 PV COM STK	3,600
OPTION	\$ 13.59					12/01/2012	12/01/2021	\$.01 PV CL B STK	5,467
OPTION	\$ 9.2					11/29/2013	11/29/2022	\$.01 PV COM STK	6,400
OPTION	\$ 9.2					11/29/2013	11/29/2022	\$.01 PV CL B STK	7,616

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OPTION	\$ 28.45	12/11/2014	12/11/2023	\$.01 PV COM STK	2,600
Option	\$ 28.45	12/11/2014	12/11/2023	\$.01 PV CL B STK	2,145
OPTION	\$ 30.83	12/11/2015	12/11/2024	\$.01 PV COM STK	3,150
Option	\$ 30.83	12/11/2015	12/11/2024	\$.01 PV CL B STK	1,641
Option	\$ 27.72	12/03/2016	12/03/2025	\$.01 PV COM STK	4,100
Option	\$ 27.72	12/03/2016	12/03/2025	\$.01 PV CL B STK	1,322
Option	\$ 31.76	12/14/2017	12/14/2026	\$.01 PV COM STK	4,370
Option	\$ 31.76	12/14/2017	12/14/2026	\$.01 PV CL B STK	656
Option	\$ 35.61	12/12/2018	12/12/2027	\$.01 PV COM STK	6,350
Option	\$ 35.61	12/12/2018	12/12/2027	\$.01 PV CL B STK	953
Restricted Stock Unit	<u>(1)</u>	<u>(2)</u>	<u>(2)</u>	\$.01 PV COM STK	1,095
	<u>(3)</u>	<u>(2)</u>	<u>(2)</u>		164

