

KEANE KEVIN T
Form 4
October 16, 2018

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 *
KEANE KEVIN T

2. Issuer Name and Ticker or Trading Symbol
ASTRONICS CORP [ATRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1801 ELMWOOD AVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/12/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

BUFFALO, NY 14207

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV Com Stk					206,529	D	
\$.01 PV Cl B Stk	10/12/2018		J ⁽¹⁾		66,082	A	\$ 0
\$.01 PV Com Stk					58,120	I	By Spouse ⁽²⁾
\$.01 PV Cl B Stk	10/12/2018		J ⁽¹⁾		37,559	A	\$ 0
\$.01 PV Cl B Stk	10/12/2018		J ⁽¹⁾		195,040	A	\$ 0
					1,495,309	I	5096 Saranac LLC ⁽³⁾

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 35.81					09/03/2014	03/03/2024	\$.01 PV Com Stk	2,000	
Option	\$ 35.81	10/12/2018		<u>J</u> ⁽¹⁾	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</u> ⁽¹⁾	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</u> ⁽¹⁾	690	08/26/2016	02/26/2026	\$.01 PV Cl B Stk	1,290	\$ 0
Option	\$ 28.5					09/07/2017	03/07/2027		4,000	

	Exercise Price	Grant Date	Expiration Date	Quantity	Underlying	Options Exercised	Options Expired	Options Acquired	Options Surrendered	Options Forfeited	Options Cancelled	Options Relinquished	Options Expired	Options Cancelled	Options Relinquished	Options Expired	Options Cancelled	Options Relinquished	Options Expired	
Option	\$ 28.5	10/12/2018		600	J ⁽¹⁾	600														
Option	\$ 34.04																			
Option	\$ 34.04	10/12/2018		600	J ⁽¹⁾	600														

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEANE KEVIN T 1801 ELMWOOD AVE BUFFALO, NY 14207	X	X		

Signatures

/s/Julie Davis, as Power of Attorney for Kevin T. Keane

10/16/2018

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.
- (2) Mr. Keane disclaims any beneficial ownership in shares held by his wife.
- (3) Represents shares held by 5096 Saranac LLC.

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.