

KRAMER JAMES S  
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 \*  
**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)  
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)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
\$.01 PV Common Stock					42,832	D	
\$.01 PV Class B Stock	10/12/2018		J <sup>(1)</sup>	54,429 A \$ 0	374,458	D	
\$.01 PV Common Stock					220	I	By Spouse <sup>(2)</sup>
\$.01 PV Class B	10/12/2018		J <sup>(1)</sup>	136 A \$ 0	822	I	By Spouse <sup>(2)</sup>

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Stock

										JAMES SHORE KRAMER CUST FOR LEAH JANE KRAMER <sup>(3)</sup>
\$ .01 PV Common Stock						787			I	
\$ .01 PV Class B Stock	10/12/2018		<u>J<sup>(1)</sup></u>	136	A	\$ 0 254			I	JAMES SHORE KRAMER CUST FOR LEAH JANE KRAMER <sup>(3)</sup>

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. Pr Deri Secu (Inst
				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	11,750
Option	\$ 2.84	10/12/2018		<u>J<sup>(1)</sup></u>	4,246	12/03/2010 12/03/2019	\$.01 PV Cl B Stk	20,803
Option	\$ 7.68					12/02/2011 12/02/2020	\$.01	4,350

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Option	\$ 7.68	10/12/2018	<u>J</u> <sup>(1)</sup>	1,572	12/02/2011	12/02/2020	PV Com Stk \$.01 PV Cl B Stk	7,701	\$
Option	\$ 13.59				12/01/2012	12/01/2021	\$.01 PV Com Stk	3,200	
Option	\$ 13.59	10/12/2018	<u>J</u> <sup>(1)</sup>	1,051	12/01/2012	12/01/2021	\$.01 PV Cl B Stk	4,859	\$
Option	\$ 9.2				11/29/2013	11/29/2022	\$.01 PV Com Stk	5,700	
Option	\$ 9.2	10/12/2018	<u>J</u> <sup>(1)</sup>	1,628	11/29/2013	11/29/2022	\$.01 PV Cl B Stk	6,783	\$
Option	\$ 28.45				12/11/2014	12/11/2023	\$.01 PV Com Stk	2,330	
Option	\$ 28.45	10/12/2018	<u>J</u> <sup>(1)</sup>	554	12/11/2014	12/11/2023	\$.01 PV Cl B Stk	1,922	\$
Option	\$ 30.83				12/11/2015	12/11/2024	\$.01 PV Com Stk	2,720	
Option	\$ 30.83	10/12/2018	<u>J</u> <sup>(1)</sup>	540	12/11/2015	12/11/2024	\$.01 PV Cl B Stk	1,417	\$
Option	\$ 27.72				12/03/2016	12/03/2025	\$.01 PV Com Stk	3,500	
Option	\$ 27.72	10/12/2018	<u>J</u> <sup>(1)</sup>	604	12/03/2016	12/03/2025	\$.01 PV	1,129	\$

Option	\$ 31.76					12/14/2017	12/14/2026			C1 B Stk \$.01 PV Com Stk	3,670
Option	\$ 31.76	10/12/2018		J <sup>(1)</sup>	551	12/14/2017	12/14/2026			C1 B Stk \$.01 PV Com Stk	551
Option	\$ 35.61					12/12/2018	12/12/2027			C1 B Stk \$.01 PV Com Stk	5,340
Option	\$ 35.61	10/12/2018		J <sup>(1)</sup>	801	12/12/2018	12/12/2027			C1 B Stk \$.01 PV Com Stk	801
Restricted Stock Unit	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>			PV Com Stk \$.01	920
Restricted Stock Unit	<u>(6)</u>	10/12/2018		J <sup>(1)</sup>	138	<u>(5)</u>	<u>(5)</u>			PV C1 B Stk \$.01	138

## 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

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.

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- (2) Mr. Kramer disclaims any beneficial interest in the shares owned by his wife.
- (3) Represents shares held by James Shore Kramer Cust for Leah Jane Kramer. The beneficiary is the reporting person's immediate family.
- (4) 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-

- (5) 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.
- (6) Each restricted stock unit represents the right to receive, at settlement, one share of Class B stock.

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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