

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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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 *
 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

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Restricted Stock Unit										\$.01 PV CL B STK	
Option	\$ 31.57					12/13/2019	12/13/2028			\$.01 PV COM STK	8,410
Restricted Stock Unit	<u>(1)</u>	02/26/2019	A	1,106	<u>(4)</u>		<u>(4)</u>			\$.01 PV COM STK	1,106

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 130 COMMERCE WAY EAST AURORA, NY 14052			VP-FINANCE, CFO	

Signatures

/S/Julie Davis, as power of attorney for David C.
Burney

02/28/2019

**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) 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-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.
- (3) Each restricted stock unit represents the right to receive, at settlement, one share of Class B stock.
Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period of January 1, 2019-December 31, 2021. The "target" number of restricted stock units is reported. Between 75% and 115% of the target number of units may vest on December 31, 2021, with the vesting percentage determined based on actual performance.

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.