

ASTRONICS CORP

Form 4

December 30, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCKENNA ROBERT J

(Last) (First) (Middle)

38 QUARTERMASTER DRIVE

(Street)

SALEM, SC 29676

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/29/2015

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)

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) |                                                 |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                   |                                                 |
| \$.01 PV Com Stk                | 12/29/2015                           |                                                    | J <sup>(1)</sup>               |                                                                   | 4,605  | A          | \$ 0                                                                                          | 34,786                                                   | I                                 | Robert J McKenna Revocable Trust <sup>(2)</sup> |
| \$.01 PV Cl B Stk               | 12/29/2015                           |                                                    | J <sup>(1)</sup>               |                                                                   | 4,605  | D          | \$ 0                                                                                          | 0                                                        | I                                 | Robert J McKenna Revocable Trust <sup>(2)</sup> |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------------|-----------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Title                                                                     | Amount<br>or<br>Number<br>of<br>Shares              |
| Option                                              | \$ 7.3                                                             |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 09/20/2008 03/20/2018                                                     | \$.01<br>PV<br>Com<br>Stk<br>2,500                  |
| Option                                              | \$ 7.3                                                             |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 09/20/2008 03/20/2018                                                     | \$.01<br>PV<br>Cl B<br>Stk<br>4,047                 |
| Option                                              | \$ 3.53                                                            |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 09/05/2009 03/05/2019                                                     | \$.01<br>PV<br>Com<br>Stk<br>4,000                  |
| Option                                              | \$ 3.53                                                            |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 09/05/2009 03/05/2019                                                     | \$.01<br>PV<br>Cl B<br>Stk<br>4,379                 |
| Option                                              | \$ 4.22                                                            |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 09/02/2010 03/02/2020                                                     | \$.01<br>PV<br>Com<br>Stk<br>5,000                  |
| Option                                              | \$ 4.22                                                            |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 09/02/2010 03/02/2020                                                     | \$.01<br>PV<br>Cl B<br>Stk<br>5,474                 |
| Option                                              | \$ 10.29                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 08/28/2011 02/28/2021                                                     | \$.01<br>PV<br>Com<br>Stk<br>2,500                  |

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|        |          |            |            |                             |       |
|--------|----------|------------|------------|-----------------------------|-------|
| Option | \$ 10.29 | 08/28/2011 | 02/28/2021 | \$ .01<br>PV<br>Cl B<br>Stk | 2,737 |
| Option | \$ 18.11 | 08/28/2012 | 02/28/2022 | \$ .01<br>PV<br>Com<br>Stk  | 3,000 |
| Option | \$ 18.11 | 08/28/2012 | 02/28/2022 | \$ .01<br>PV<br>Cl B<br>Stk | 2,713 |
| Option | \$ 16.73 | 08/22/2013 | 02/22/2023 | \$ .01<br>PV<br>Com<br>Stk  | 3,000 |
| Option | \$ 16.73 | 08/22/2013 | 02/22/2023 | \$ .01<br>PV<br>Cl B<br>Stk | 1,968 |
| Option | \$ 47.36 | 09/03/2014 | 03/03/2024 | \$ .01<br>PV<br>Com<br>Stk  | 2,000 |
| Option | \$ 47.36 | 09/03/2014 | 03/03/2024 | \$ .01<br>PV<br>Cl B<br>Stk | 760   |
| Option | \$ 60.68 | 09/10/2015 | 03/10/2026 | \$ .01<br>PV<br>Com<br>Stk  | 3,000 |
| Option | \$ 60.68 | 09/10/2015 | 03/10/2026 | \$ .01<br>PV<br>Cl B<br>Stk | 450   |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                               | Director      | 10% Owner | Officer | Other |
| MCKENNA ROBERT J<br>38 QUARTERMASTER DRIVE<br>SALEM, SC 29676 | X             |           |         |       |

## Signatures

/s/David C. Burney as Power of Attorney for Robert J.  
McKenna

12/30/2015

\_\_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) Conversion of Class B Stock to Common Stock.

(2) Represents shares held by the Robert J. McKenna Revocable Trust. The beneficiaries of the trust are the reporting persons immediate family. The reporting person serves as one of two trustees and shares voting and investment power.

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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