

AstroNova, Inc.  
Form 4  
March 15, 2017

**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 \*  
**OCONNELL JOSEPH P**

(Last) (First) (Middle)  
**C/O ASTRONOVA, INC., 600 E GREENWICH AVENUE**  
(Street)

**W WARWICK, RI 02893**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AstroNova, Inc. [ALOT]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/13/2017**

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)  
**Chief Financial Officer**

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. Code          | 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   |  |   |
| Common Stock                    | 03/13/2017                           |  | F                | 380 <sup>(1)</sup> D  | \$ 12.85  | 110,461  | D   |
| Common Stock                    | 03/13/2017                           |  | A <sup>(2)</sup> | 982 A   | \$ 0  | 111,443  | D   |
| Common Stock                    | 03/14/2017                           |  | F                | 13 D  | \$ 13.58  | 111,430  | D   |
| Common Stock                    | 03/14/2017                           |  | M                | 32 A  | \$ 0  | 111,462  | D   |
| Common Stock                    |                                      |  |                  |   |   | 2,262  | I Held in Employee Stock                              |

Ownership  
Plan

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) |                            |      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |      |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |                            |      |
| Restricted Stock Unit                      | (3)  | 03/14/2017                           |  | M                              | 32  | (4)  | (4)   | Common Stock                               | 32                         | \$ 0 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

O'CONNELL JOSEPH P  
C/O ASTRONOVA, INC.  
600 E GREENWICH AVENUE  
W WARWICK, RI 02893

Chief Financial Officer

## Signatures

/s/ Margaret Boericke, attorney-in-fact for Joseph P. O'Connell

03/15/2017

\_\_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) Represents the estimated number of shares withheld in connection with the satisfaction of the Reporting Person's tax withholding requirement arising from the vesting of shares under a previously reported award of restricted stock units.

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- (2) Shares issued in settlement of performance based stock units earned on March 13, 2016. Shares are fully vested when earned.
- (3) Each restricted stock unit represents a contingent right to receive one share of ALOT common stock.
- (4) The remaining restricted stock units vest in two equal installments beginning on March 14, 2018.

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.