

KRAMER JAMES S  
Form 4  
December 17, 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**

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)  
**130 COMMERCE WAY**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/13/2018**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President**

**EAST AURORA, NY 14052**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| \$.01 PV Common Stock           |                                      |  |                                |   | 39,632  | D  |                                   |
| \$.01 PV Class B Stock          |                                      |  |                                |   | 374,458   | D  |                                   |
| \$.01 PV Common Stock           |                                      |  |                                |   | 220   | I  | By Spouse <u>(1)</u>              |
| \$.01 PV Class B Stock          |                                      |  |                                |   | 822   | I  | By Spouse <u>(1)</u>              |

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Stock

|                              |     |   |  |
|------------------------------|-----|---|--|
| \$.01 PV<br>Common<br>Stock  | 787 | I | JAMES<br>SHORE<br>KRAMER<br>CUST FOR<br>LEAH<br>JANE<br>KRAMER<br><u>(2)</u> |
| \$.01 PV<br>Class B<br>Stock | 254 | I | JAMES<br>SHORE<br>KRAMER<br>CUST FOR<br>LEAH<br>JANE<br>KRAMER<br><u>(2)</u> |

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<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 Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>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. Pr<br>Deri<br>Secu<br>(Inst |                    |                            |                                     |
|---|--|---|---|--------------------------------------|---|--|---|--------------------------------|--------------------|----------------------------|-------------------------------------|
|   |  |   |   | Code                                 | V   | (A)  | (D)   | Date<br>Exercisable            | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
| Option  | \$ 2.84  |   |   |                                      |   |  |   | 12/03/2010                     | 12/03/2019         | \$.01<br>PV<br>Com<br>Stk  | 11,750                              |
| Option  | \$ 2.84  |   |   |                                      |   |  |   | 12/03/2010                     | 12/03/2019         | \$.01<br>PV<br>Cl B<br>Stk | 20,803                              |
| Option  | \$ 7.68  |   |   |                                      |   |  |   | 12/02/2011                     | 12/02/2020         | \$.01                      | 4,350                               |

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|        |          |            |            |                            |                  |  |
|--------|----------|------------|------------|----------------------------|------------------|--|
|        |          |            |            |                            | PV<br>Com<br>Stk |  |
| Option | \$ 7.68  | 12/02/2011 | 12/02/2020 | \$.01<br>PV<br>Cl B<br>Stk | 7,701            |  |
| Option | \$ 13.59 | 12/01/2012 | 12/01/2021 | \$.01<br>PV<br>Com<br>Stk  | 3,200            |  |
| Option | \$ 13.59 | 12/01/2012 | 12/01/2021 | \$.01<br>PV<br>Cl B<br>Stk | 4,859            |  |
| Option | \$ 9.2   | 11/29/2013 | 11/29/2022 | \$.01<br>PV<br>Com<br>Stk  | 5,700            |  |
| Option | \$ 9.2   | 11/29/2013 | 11/29/2022 | \$.01<br>PV<br>Cl B<br>Stk | 6,783            |  |
| Option | \$ 28.45 | 12/11/2014 | 12/11/2023 | \$.01<br>PV<br>Com<br>Stk  | 2,330            |  |
| Option | \$ 28.45 | 12/11/2014 | 12/11/2023 | \$.01<br>PV<br>Cl B<br>Stk | 1,922            |  |
| Option | \$ 30.83 | 12/11/2015 | 12/11/2024 | \$.01<br>PV<br>Com<br>Stk  | 2,720            |  |
| Option | \$ 30.83 | 12/11/2015 | 12/11/2024 | \$.01<br>PV<br>Cl B<br>Stk | 1,417            |  |
| Option | \$ 27.72 | 12/03/2016 | 12/03/2025 | \$.01<br>PV<br>Com<br>Stk  | 3,500            |  |
| Option | \$ 27.72 | 12/03/2016 | 12/03/2025 | \$.01<br>PV                | 1,129            |  |

| Option                   | \$ 31.76 |            |  |   |       | 12/14/2017 | 12/14/2026 |  |  | C1 B<br>Stk<br>\$.01<br>PV<br>Com<br>Stk  | 3,670 |      |
|--------------------------|----------|------------|--|---|-------|------------|------------|--|--|---|-------|------|
| Option                   | \$ 31.76 |            |  |   |       | 12/14/2017 | 12/14/2026 |  |  | C1 B<br>Stk<br>\$.01<br>PV<br>C1 B<br>Stk | 551   |      |
| Option                   | \$ 35.61 |            |  |   |       | 12/12/2018 | 12/12/2027 |  |  | PV<br>Com<br>Stk<br>\$.01                 | 5,340 |      |
| Option                   | \$ 35.61 |            |  |   |       | 12/12/2018 | 12/12/2027 |  |  | PV<br>C1 B<br>Stk<br>\$.01                | 801   |      |
| Restricted<br>Stock Unit | (3)      |            |  |   |       | (4)        | (4)        |  |  | PV<br>Com<br>Stk<br>\$.01                 | 920   |      |
| Restricted<br>Stock Unit | (5)      |            |  |   |       | (4)        | (4)        |  |  | PV<br>C1 B<br>Stk<br>\$.01                | 138   |      |
| Option                   | \$ 31.57 | 12/13/2018 |  | A | 7,060 | 12/13/2019 | 12/13/2028 |  |  | PV<br>Com<br>Stk<br>\$.01                 | 7,060 | \$ 3 |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| KRAMER JAMES S<br>130 COMMERCE WAY<br>EAST AURORA, NY 14052 |               |           | Executive Vice President |       |

## Signatures

/s/Julie Davis, as Power of Attorney for James S.  
Kramer

12/17/2018

\*\*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) Mr. Kramer disclaims any beneficial interest in the shares owned by his wife.
- (2) Represents shares held by James Shore Kramer Cust for Leah Jane Kramer. The beneficiary is the reporting person's immediate family.
- (3) 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.
- (5) 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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