

GUNDERMANN PETER J

Form 4

October 16, 2018

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GUNDERMANN PETER J

(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)

PRESIDENT/CEO

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)	
\$.01 PV COMMON STOCK				(A) or (D)	Price			
			Code	V	Amount			
						7,421	D	
\$.01 PV CLASS B STOCK	10/12/2018		J <sup>(1)</sup>	74,073	A	\$ 0	560,476	D

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

**Persons who respond to the collection of  
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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. Deemed Exercise Price (Instr. 3)
				Code	V	(A)	(D)	Title	Amount or Number of Shares
OPTION	\$ 2.85							\$01 PV COM STK	35,451
OPTION	\$ 2.85	10/12/2018		<u>J</u> (1)		13,056		12/09/2009 12/09/2018	\$01 PV CL B STK 64,644
OPTION	\$ 2.84							12/03/2010 12/03/2019	\$01 PV COM STK 37,480
OPTION	\$ 2.84	10/12/2018		<u>J</u> (1)		13,543		12/03/2010 12/03/2019	\$01 PV CL B STK 66,355
OPTION	\$ 7.68							12/02/2011 12/02/2020	\$01 PV COM STK 14,700
OPTION	\$ 7.68	10/12/2018		<u>J</u> (1)		5,312		12/02/2011 12/02/2020	\$01 PV CL B STK 26,025
OPTION	\$ 13.59							12/01/2012 12/01/2021	\$01 PV COM STK 10,700
OPTION	\$ 13.59	10/12/2018		<u>J</u> (1)		3,515		12/01/2012 12/01/2021	\$01 PV CL B STK 16,249
OPTION	\$ 9.2							11/29/2013 11/29/2022	18,700

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									\$ .01 PV COM STK	
OPTION	\$ 9.2	10/12/2018		<u>J</u> <sup>(1)</sup>	5,342	11/29/2013	11/29/2022		\$ .01 PV CL B STK	22,254
OPTION	\$ 28.45					12/11/2014	12/11/2023		\$ .01 PV COM STK	8,300
OPTION	\$ 28.45	10/12/2018		<u>J</u> <sup>(1)</sup>	1,976	12/11/2014	12/11/2023		\$ .01 PV CL B STK	6,848
OPTION	\$ 30.83					12/11/2015	12/11/2024		\$ .01 PV COM STK	10,100
OPTION	\$ 30.83	10/12/2018		<u>J</u> <sup>(1)</sup>	2,004	12/11/2015	12/11/2024		\$ .01 PV CL B STK	5,261
OPTION	\$ 27.72					12/03/2016	12/03/2025		\$ .01 PV COM STK	13,700
Option	\$ 27.72	10/12/2018		<u>J</u> <sup>(1)</sup>	2,363	12/03/2016	12/03/2025		\$ .01 PV CL B STK	4,418
Option	\$ 31.76					12/14/2017	12/14/2026		\$ .01 PV COM STK	14,460
Option	\$ 31.76	10/12/2018		<u>J</u> <sup>(1)</sup>	2,169	12/14/2017	12/14/2026		\$ .01 PV CL B STK	2,169
Option	\$ 35.61					12/12/2018	12/12/2027		\$ .01 PV COM STK	26,300
Option	\$ 35.61	10/12/2018		<u>J</u> <sup>(1)</sup>	3,945	12/12/2018	12/12/2027			3,945

Restricted Stock Unit	<u>(2)</u>				<u>(3)</u>	<u>(3)</u>	\$ .01 PV CL B STK	1,805
Restricted Stock Unit	<u>(4)</u>	10/12/2018	<u>J</u> <sup>(1)</sup>	270	<u>(3)</u>	<u>(3)</u>	\$ .01 PV CL B STK	270

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUNDERMANN PETER J 130 COMMERCE WAY EAST AURORA, NY 14052	X		PRESIDENT/CEO	

## Signatures

/S/JULIE DAVIS, AS POWER OF ATTORNEY FOR PETER J. GUNDERMANN

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.
- (2) 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.
- (4) 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. 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.