

Mulato James
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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mulato James

(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 ____X____ Other (specify
below) below)

Pres Astronics Test Systems

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
				(A) or (D)			
			Code	V	Amount	(D)	Price
\$.01 PV Common Stock						2,411	D
\$.01 PV Class B Stock	10/12/2018		J ⁽¹⁾	428	A	\$ 0 869	D
\$.01 PV Common Stock						100	I
							Spouse ⁽²⁾
\$.01 PV Class B	10/12/2018		J ⁽¹⁾	17	A	\$ 0 32	I
							Spouse ⁽²⁾

Stock

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 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. 3)
				Code	V	(A)	(D)	
Option	\$ 34.75					03/31/2015	03/31/2024	
Option	\$ 34.75	10/12/2018		<u>J(1)</u>	571	03/31/2015	03/31/2024	
Option	\$ 30.83					12/11/2015	12/11/2024	
Option	\$ 30.83	10/12/2018		<u>J(1)</u>	655	12/11/2015	12/11/2024	
Option	\$ 27.72					12/03/2016	12/03/2025	
Option	\$ 27.72	10/12/2018		<u>J(1)</u>	742	12/03/2016	12/03/2025	

Option	\$ 31.76				12/14/2017	12/14/2026	\$.01 PV Com Stk	6,560	
Option	\$ 31.76	10/12/2018	J ⁽¹⁾	984	12/14/2017	12/14/2026	\$.01 PV Cl B Stk	984	\$
Option	\$ 35.61				12/12/2018	12/12/2027	\$.01 PV Com Stk	7,950	
Option	\$ 35.61	10/12/2018	J ⁽¹⁾	1,193	12/12/2018	12/12/2027	\$.01 PV Cl B Stk	1,193	\$
Restricted Stock Unit	(3)				(4)	(4)	\$.01 PV Com Stk	2,175	
Restricted Stock Unit	(5)	10/12/2018	J ⁽¹⁾	326	(4)	(4)	\$.01 PV Cl B Stk	326	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mulato James 130 COMMERCE WAY EAST AURORA, NY 14052				Pres Astronics Test Systems

Signatures

/s/Julie Davis, as Power of Attorney for James
Mulato

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) Represents shares owned by his wife.
- (3) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.

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Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period of January 1, 2018-

- (4) 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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