

KEANE KEVIN T
Form 4
February 28, 2019

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 *
KEANE KEVIN T

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)

1801 ELMWOOD AVE

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

BUFFALO, NY 14207

(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) Code V Amount (D) Price | | | |
| \$.01 PV Com Stk | | | | | 206,529 | D | |
| \$.01 PV Cl B Stk | | | | | 300,102 | D | |
| \$.01 PV Com Stk | | | | | 58,120 | I | By Spouse (1) |
| \$.01 PV Cl B Stk | | | | | 229,829 | I | By Spouse (1) |
| \$.01 PV Cl B Stk | | | | | 1,495,309 | I | 5096 Saranac LLC (2) |

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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 or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option | \$ 35.81 | | | | | 09/03/2014 | 03/03/2024 | \$.01 PV Com Stk | 2,000 |
| Option | \$ 35.81 | | | | | 09/03/2014 | 03/03/2024 | \$.01 PV Cl B Stk | 1,650 |
| Option | \$ 45.88 | | | | | 09/10/2015 | 03/10/2025 | \$.01 PV Com Stk | 3,000 |
| Option | \$ 45.88 | | | | | 09/10/2015 | 03/10/2025 | \$.01 PV Cl B Stk | 1,563 |
| Option | \$ 22.93 | | | | | 08/26/2016 | 02/26/2026 | \$.01 PV Com Stk | 4,000 |
| Option | \$ 22.93 | | | | | 08/26/2016 | 02/26/2026 | \$.01 PV Cl B Stk | 1,290 |
| Option | \$ 28.5 | | | | | 09/07/2017 | 03/07/2027 | \$.01 PV | 4,000 |

| Option | Exercise Price | Grant Date | Expiration Date | Shares | Class | Par Value | Quantity | Value |
|-----------------------|----------------|------------|-----------------|--------|-------------|-----------|----------|----------|
| Option | \$ 28.5 | 09/07/2017 | 03/07/2027 | 600 | Com Stk | \$.01 | | |
| Option | \$ 34.04 | 03/02/2019 | 03/02/2028 | 4,000 | PV Com Stk | \$.01 | | |
| Option | \$ 34.04 | 03/02/2019 | 03/02/2028 | 600 | PV Cl B Stk | \$.01 | | |
| Restricted Stock Unit | (3) | 02/26/2019 | | 2,222 | A | (4) | (4) | 2,222 \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KEANE KEVIN T 1801 ELMWOOD AVE BUFFALO, NY 14207 | X | X | | |

Signatures

/s/Julie Davis, as Power of Attorney for Kevin T. Keane 02/28/2019

__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. Keane disclaims any beneficial ownership in shares held by his wife.
- (2) Represents shares held by 5096 Saranac LLC.
- (3) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (4) These restricted stock units are scheduled to vest 100% on August 26, 2019.

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.