KRAMER JAMES S

Form 4

December 14, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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Expires:

if no longer subject to Section 16. Form 4 or Form 5

obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)								
1. Name and A	Symbol	2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	iddle) 3. Date of l	3. Date of Earliest Transaction			(Check all applicable)		
` '	IERCE WAY	(Month/Da					` 1	
	4. If Amen	4. If Amendment, Date Original		6. Individual or	6. Individual or Joint/Group Filing(Check			
EAST AUF	Filed(Mont	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Z	Zip) Table	I - Non-D	erivative Securities A	cquired, Disposed	of, or Benefici	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	3. Transaction Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	

(City)	(State) (Zip) Table	e I - Non-D	erivative Securities Ac	quired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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			Code	Amount (B) Trice	42,003	D	
\$.01 PV Class B Stock					303,402	D	
\$.01 PV Common Stock					220	I	By Spouse
\$.01 PV Class B					686	I	By Spouse

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Stock

\$.01 PV Common Stock	787	I	JAMES SHORE KRAMER CUST FOR LEAH JANE KRAMER
\$.01 PV Class B Stock	118	I	JAMES SHORE KRAMER CUST FOR LEAH JANE KRAMER

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

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SEC 1474 (9-02)

> 8. Pric Deriva Securi (Instr.

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title Amoun Underly Securit (Instr. 3	nt of ying
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 3.27					12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800
Option	\$ 3.27					12/09/2009	12/09/2018	\$.01 PV Cl B Stk	16,627
Option	\$ 3.27					12/03/2010	12/03/2019	\$.01	11,750

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				PV Com Stk	
Option	\$ 3.27	12/03/2010	12/03/2019	\$.01 PV Cl B Stk	16,557
Option	\$ 8.82	12/02/2011	12/02/2020	\$.01 PV Com Stk	4,350
Option	\$ 8.82	12/02/2011	12/02/2020	\$.01 PV Cl B Stk	6,129
Option	\$ 15.63	12/01/2012	12/01/2021	\$.01 PV Com Stk	3,200
Option	\$ 15.63	12/01/2012	12/01/2021	\$.01 PV Cl B Stk	3,808
Option	\$ 10.58	11/29/2013	11/29/2022	\$.01 PV Com Stk	5,700
Option	\$ 10.58	11/29/2013	11/29/2022	\$.01 PV Cl B Stk	5,155
Option	\$ 32.72	12/11/2014	12/11/2023	\$.01 PV Com Stk	2,330
Option	\$ 32.72	12/11/2014	12/11/2023	\$.01 PV Cl B Stk	1,367
Option	\$ 35.46	12/11/2015	12/11/2024	\$.01 PV Com Stk	2,720
Option	\$ 35.46	12/11/2015	12/11/2024	\$.01 PV	877

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							Cl B Stk		
Option	\$ 31.88				12/03/2016	12/03/2025	\$.01 PV Com Stk	3,500	
Option	\$ 31.88				12/03/2016	12/03/2025	\$.01 PV Cl B Stk	525	
Option	\$ 36.52				12/14/2017	12/14/2026	\$.01 PV Com Stk	3,670	
Option	\$ 40.95	12/12/2017	A(3)	5,340	12/12/2018	12/12/2027	\$.01 PV Com Stk	5,340	\$ 40

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

KRAMER JAMES S 130 COMMERCE WAY EAST AURORA, NY 14052

Executive Vice President

Signatures

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

Kramer 12/14/2017

**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) 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) Granted pursuant to the Astronics Corporation 2017 Long Term Incentive Plan.

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.

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