

AstroNova, Inc.
Form 4
March 15, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONNELL JOSEPH P

(Last) (First) (Middle)

**C/O ASTRONOVA, INC., 600 E
GREENWICH AVENUE**

(Street)

W WARWICK, RI 02893

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AstroNova, Inc. [ALOT]

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2017

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) below)

Chief Financial Officer

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)
Common Stock	03/13/2017		F	380 ⁽¹⁾ D	\$ 12.85	110,461	D
Common Stock	03/13/2017		A ⁽²⁾	982 A	\$ 0	111,443	D
Common Stock	03/14/2017		F	13 D	\$ 13.58	111,430	D
Common Stock	03/14/2017		M	32 A	\$ 0	111,462	D
Common Stock					2,262	I	Held in Employee Stock

Ownership
Plan

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. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(3)	03/14/2017		M	32	(4)	(4)	Common Stock	32	\$ 0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

O'CONNELL JOSEPH P
C/O ASTRONOVA, INC.
600 E GREENWICH AVENUE
W WARWICK, RI 02893

Chief Financial Officer

Signatures

/s/ Margaret Boericke, attorney-in-fact for Joseph P.
O'Connell

03/15/2017

**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) Represents the estimated number of shares withheld in connection with the satisfaction of the Reporting Person's tax withholding requirement arising from the vesting of shares under a previously reported award of restricted stock units.

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- (2) Shares issued in settlement of performance based stock units earned on March 13, 2016. Shares are fully vested when earned.
- (3) Each restricted stock unit represents a contingent right to receive one share of ALOT common stock.
- (4) The remaining restricted stock units vest in two equal installments beginning on March 14, 2018.

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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