

KEANE KEVIN T
Form 4
February 28, 2019

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 *
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
(Street)

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

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

BUFFALO, NY 14207

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (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. Pri Deriv Secur (Instr	
				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	\$ 28.5					09/07/2017	03/07/2027	Com Stk \$.01 PV Cl B Stk	600	
Option	\$ 34.04					03/02/2019	03/02/2028	\$.01 PV Com Stk	4,000	
Option	\$ 34.04					03/02/2019	03/02/2028	\$.01 PV Cl B Stk	600	
Restricted Stock Unit	(3)	02/26/2019		A	2,222	(4)	(4)	\$.01 PV Com Stk	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.

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