# FORM 4 Check this box if no

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

Option

Option

Option

\$ 8.82

\$ 8.82

\$ 15.63

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

| may co  | ontinue. See etion 1(b). | Filed p                                    | ursuant to Section  | n 16  |  |            |  |   |                | nge Ac                              |                 | 34 or   | Secti                          | on 30(h)  | ) of the  |   |                        |           |    |
|---|--------------------------|--|---|---|--|------------|--|---|----------------|-------------------------------------|-----------------|---|--------------------------------|---|---|---|------------------------|-----------|----|
| 1. Name and   |                          | )<br>Reporting Perso                       | on *  |   | Issuer Na                                |            |  |   |                | ding Sy                             | mbol            |   | 5. ]                           | Relations                                       |   | rting Person(                                       |                        |           | 1  |
| PEABODY MARK  (Last) (First) (Middle)   |                          |  |   | ASTRONICS CORP [ATRO]  3. Date of Earliest Transaction (Month/Day/Year) |  |            |  |   |                |                                     | X               | (Check all applicable)  — Director — 10% Owner  X Officer (give title below) — Other (specify below)  |                                |   |   |   |                        |           |    |
| 130 COMMERCE WAY  |                          |  |   | 04/02/2018  |  |            |  |   |                |                                     |                 | L   | VP Astronics Advanced Electron |   |   |   |                        | 4         |    |
| (Street) EAST AURORA, NY 14052  |                          |  |   | 4. If Amendment, Date Original Filed(Month/Day/Year)                    |  |            |  |   |                |                                     |                 | 6. Individual or Joint/Group Filing(Check Applicable Line)  X_ Form filed by One Reporting Person  Form filed by More than One Reporting Person |                                |   |   |   |                        |           |    |
| (City)  |                          | (State)                                    | (Zip)   |   |  | ,          | Table  | 1 - No  | n-Der          | ivative                             | Securiti        | es Ac   | quirec                         | l, Dispos                                       | ed of, or Be  | neficially O  | wned                   |           |    |
| 1.Title of Security<br>(Instr. 3)   |                          | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) |   | if Co                                    | (Instr. 8) |  | 4. Securities Acquir<br>(A) or Disposed of ((Instr. 3, 4 and 5) |                | of (I<br>5)                         | D) Be           | Reported Transaction(s) Form (Instr. 3 and 4) Direc   |                                | Ownership<br>Form:<br>Direct (D)<br>or Indirect | Beneficia<br>Ownersh  | et<br>d   |                        |           |    |
| \$ 01 DV C  | Common Sto               | a ala                                      | 04/02/2018  |   |  |            |  | Code<br>S(1)  |                | 2,000                               |                 | Prio  |                                | (Instr. 4)                                      |   |   |                        |           |    |
| •   |                          |  | 04/02/2018  |   |  |            |  | Sur   |                | 2,000                               | Ь               | 37.2  | 25                             |   |   |   |                        |           |    |
| \$.01 PV C  | Class B Stoc             | ck   |   | 1   |  | _          |  |   |                |                                     | L               | 10  | 109,005                        |   |   | D   |                        | _         |    |
|   |                          |  | Table II -  |   |  |            |  |   | cont<br>the f  | ained i<br>orm di<br>sposed         | in this fo      | orm a<br>a cur<br>enefic  | are no<br>rently<br>rially (   | ot requir<br>/ valid C                          |   | rmation<br>oond unless<br>ol number.                | s                      | 1474 (9-0 | 2) |
| 1. Title of Derivative Security (Instr. 3)  Conversion or Exercity Price of Derivativy Security |                          |  | ansaction 3A. Deemed Execution Date ath/Day/Year) any       |   | te, if Transaction o Code E (Instr. 8) S |            | 5. No<br>of<br>Deriv<br>Secu<br>Acqu<br>(A) of<br>Disport<br>of (D<br>(Instr | of I  |                | Expiration Date (Month/Day/Year) US |                 | 7. Titl<br>Amou<br>Under<br>Secur   |                                |   | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s<br>(Instr. 4) | Owners Form of Derivati Security Direct ( or Indire | Ownershi<br>(Instr. 4) |           |    |
|   |                          |  |   | Code  |  | V          | (A)  | (D)   | Date<br>Exerci | sable                               | Expiration Date | on  | Title                          | Amount<br>or<br>Number<br>of<br>Shares          |   |   |                        |           |    |
| Option  | \$ 3.27                  |  |   |   |  |            |  |   | 12/09          | /2009                               | 12/09/2         | 2018  | \$.01<br>PV<br>Com<br>Stk      | 16,880  |   | 16,880  | D                      |           |    |
| Option  | \$ 3.27                  |  |   |   |  |            |  |   | 12/09          | /2009                               | 12/09/2         | 2018  | \$.01<br>PV<br>Cl B<br>Stk     | 23,785  |   | 23,785  | D                      |           |    |
| Option  | \$ 3.27                  |  |   |   |  |            |  |   | 12/03          | /2010                               | 12/03/2         | 2019  | \$.01<br>PV<br>Com<br>Stk      | 16,840  |   | 16,840  | D                      |           |    |
| Option  | \$ 3.27                  |  |   |   |  |            |  |   | 12/03          | /2010                               | 12/03/2         | 2019  | \$.01<br>PV<br>Cl B<br>Stk     | 23,729  |   | 23,729  | D                      |           |    |
|   |                          |  |   |   |  |            |  |   |                |                                     |                 |   |                                |   |   |   |                        |           |    |

6,500

9,159

4,300

Com Stk \$.01 PV

Cl B Stk \$.01 PV

Com

6,500

9,159

4,300

D

D

D

12/02/2011 12/02/2020

12/02/2011 12/02/2020

12/01/2012 12/01/2021

|                             |            |  | <br> |            |            |                            |       |       |   |  |
|-----------------------------|------------|--|------|------------|------------|----------------------------|-------|-------|---|--|
| Option                      | \$ 15.63   |  |      | 12/01/2012 | 12/01/2021 | \$.01<br>PV<br>Cl B<br>Stk | 5,117 | 5,117 | D |  |
| Option                      | \$ 10.58   |  |      | 11/29/2013 | 11/29/2022 | \$.01<br>PV<br>Com<br>Stk  | 7,400 | 7,400 | D |  |
| Option                      | \$ 10.58   |  |      | 11/29/2013 | 11/29/2022 | \$.01<br>PV<br>Cl B<br>Stk | 6,692 | 6,692 | D |  |
| Option                      | \$ 32.72   |  |      | 12/11/2014 | 12/11/2023 | \$.01<br>PV<br>Com<br>Stk  | 2,990 | 2,990 | D |  |
| Option                      | \$ 32.72   |  |      | 12/11/2014 | 12/11/2023 | \$.01<br>PV<br>Cl B<br>Stk | 1,755 | 1,755 | D |  |
| Option                      | \$ 35.46   |  |      | 12/11/2015 | 12/11/2024 | \$.01<br>PV<br>Com<br>Stk  | 3,470 | 3,470 | D |  |
| Option                      | \$ 35.46   |  |      | 12/11/2015 | 12/11/2024 | \$.01<br>PV<br>Cl B<br>Stk | 1,119 | 1,119 | D |  |
| Option                      | \$ 31.88   |  |      | 12/03/2016 | 12/03/2025 | \$.01<br>PV<br>Com<br>Stk  | 4,500 | 4,500 | D |  |
| Option                      | \$ 31.88   |  |      | 12/03/2016 | 12/03/2025 | \$.01<br>PV<br>Cl B<br>Stk | 675   | 675   | D |  |
| Option                      | \$ 36.52   |  |      | 12/14/2017 | 12/14/2026 | \$.01<br>PV<br>Com<br>Stk  | 4,820 | 4,820 | D |  |
| Option                      | \$ 40.95   |  |      | 12/12/2018 | 12/12/2027 | \$.01<br>PV<br>Com<br>Stk  | 7,010 | 7,010 | D |  |
| Restricted<br>Stock<br>Unit | <u>(2)</u> |  |      | (3)        | (3)        | \$.01<br>PV<br>Com<br>Stk  | 1,205 | 1,205 | D |  |

#### **Reporting Owners**

| D ( O N (A))                   | Relationships |           |                                |       |  |  |  |  |  |
|--------------------------------|---------------|-----------|--------------------------------|-------|--|--|--|--|--|
| Reporting Owner Name / Address | Director      | 10% Owner | Officer                        | Other |  |  |  |  |  |
| PEABODY MARK                   |               |           |                                |       |  |  |  |  |  |
| 130 COMMERCE WAY               |               |           | VP Astronics Advanced Electron |       |  |  |  |  |  |
| EAST AURORA, NY 14052          |               |           |                                |       |  |  |  |  |  |

### **Signatures**

| /s/Julie Davis, as Power of Attorney for Mark Peabody | 04/04/2018 |  |
|---|------------|--|
| 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 sold pursuant to a 10b5-1 trading plan.
- (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.

Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period of January 1, 2018 - December 31, 2020. The "target"

(3) 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.

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.