

KRAMER JAMES S

Form 4

October 29, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAMER JAMES S

(Last) (First) (Middle)

130 COMMERCE WAY

(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP Luminescent Systems, Inc.

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
				(A) or (D)			
			Code	V	Amount		Price
\$.01 PV Common Stock					61,622	D	
\$.01 PV Class B Stock	10/29/2012		J ⁽¹⁾	20,316	A \$ 0	94,137	D
\$.01 PV Common Stock					220	I	By Spouse (2)
\$.01 PV Class B	10/29/2012		J ⁽¹⁾	62	A \$ 0	256	I
							By Spouse (2)

Stock

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

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(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 Deriva Securi (Instr.		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 3.37	10/29/2012		J ⁽³⁾		0		01/24/2004	01/24/2013	\$0.01 PV Com Stk	5,467	\$ 3.
Option	\$ 3.37	10/29/2012		J ⁽³⁾		1,128		01/24/2004	01/24/2013	\$0.01 CI B Stk	3,175	\$ 3.
Option	\$ 3.47	10/29/2012		J ⁽³⁾		0		02/19/2005	02/19/2014	\$0.01 PV Com Stk	9,400	\$ 3.
Option	\$ 3.47	10/29/2012		J ⁽³⁾		1,939		02/19/2005	02/19/2014	\$0.01 PV CI B Stk	5,464	\$ 3.
Option	\$ 3.22	10/29/2012		J ⁽³⁾		0		12/14/2005	12/14/2014	\$0.01 PV Com Stk	10,400	\$ 3.
Option	\$ 3.22	10/29/2012		J ⁽³⁾		2,145		12/14/2005	12/14/2014	\$0.01 PV CI B Stk	6,045	\$ 3.
Option	\$ 4.11	10/29/2012		J ⁽³⁾		0		02/18/2006	02/18/2015	\$0.01	8,750	\$ 4.

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								PV Com Stk		
Option	\$ 4.11	10/29/2012	<u>J</u> ⁽³⁾	1,805	02/18/2006	02/18/2015	\$0.01 PV Cl B Stk	5,085	\$ 4.	
Option	\$ 6.22	10/29/2012	<u>J</u> ⁽³⁾	0	12/13/2006	12/13/2015	\$0.01 PV Com Stk	6,100	\$ 6.	
Option	\$ 6.22	10/29/2012	<u>J</u> ⁽³⁾	1,258	12/13/2006	12/13/2015	\$0.01 PV Cl B Stk	3,545	\$ 6.	
Option	\$ 10.98	10/29/2012	<u>J</u> ⁽³⁾	0	12/12/2007	12/12/2016	\$0.01 PV Com Stk	4,030	\$ 10	
Option	\$ 10.98	10/29/2012	<u>J</u> ⁽³⁾	831	12/12/2007	12/12/2016	\$0.01 PV Cl B Stk	2,341	\$ 10	
Option	\$ 25.17	10/29/2012	<u>J</u> ⁽³⁾	0	12/19/2008	12/19/2017	\$0.01 PV Com Stk	2,010	\$ 25	
Option	\$ 25.17	10/29/2012	<u>J</u> ⁽³⁾	414	12/19/2008	12/19/2017	\$0.01 PV Cl B Stk	1,167	\$ 25	
Option	\$ 6.23	10/29/2012	<u>J</u> ⁽³⁾	0	12/09/2009	12/09/2018	\$0.01 PV Com Stk	11,800	\$ 6.	
Option	\$ 6.23	10/29/2012	<u>J</u> ⁽³⁾	1,947	12/09/2009	12/09/2018	\$0.01 PV Cl B Stk	3,127	\$ 6.	
Option	\$ 6.22	10/29/2012	<u>J</u> ⁽³⁾	0	12/03/2010	12/03/2019	\$0.01 PV Com Stk	11,750	\$ 6.	
Option	\$ 6.22	10/29/2012	<u>J</u> ⁽³⁾	1,939	12/03/2010	12/03/2019	\$0.01 PV	3,114	\$ 6.	

Option	\$ 16.81	10/29/2012	J ⁽³⁾	0	12/02/2011	12/02/2020	CI B Stk \$.01 PV Com Stk	4,350	\$ 16
Option	\$ 16.81	10/29/2012	J ⁽³⁾	718	12/02/2011	12/02/2020	CI B Stk \$.01 PV CI B Stk	1,153	\$ 16
Option	\$ 29.77	10/29/2012	J ⁽³⁾	0	12/01/2012	12/01/2021	Com Stk \$.01 PV Com Stk	3,200	\$ 29
Option	\$ 29.77	10/29/2012	J ⁽³⁾	480	12/01/2012	12/01/2021	CI B Stk \$.01 PV CI B Stk	480	\$ 29

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER JAMES S 130 COMMERCE WAY EAST AURORA, NY 14052			VP Luminescent Systems, Inc.	

Signatures

/s/David C. Burney, as Power of Attorney for James S. Kramer 10/29/2012

__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 issued pursuant to a three-for-twenty distribution of Class B stock to holders of both Common and Class B stock on the record date of October 29, 2012.
- (2) Mr. Kramer disclaims any beneficial interest in the shares owned by his wife.
- (3) Adjusted pursuant to Class B Stock distribution declared by the Board of Directors payable on 10/29/2012 of three shares of Class B stock for every twenty shares of Common stock and Class B stock.

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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