

ASTRONICS CORP
Form 4
February 19, 2014

FORM 4

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

OMB APPROVAL

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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

(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)
02/17/2014

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)

VP Luminescent Systems, Inc.

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
\$.01 PV Common Stock	02/17/2014		M	868 D \$ 59.43	64,810	D	
\$.01 PV Common Stock	02/17/2014		M	9,400 A \$ 2.89	74,210	D	
\$.01 PV Class B Stock	02/17/2014		M	8,437 A \$ 2.89	138,693	D	
\$.01 PV Common					220	I	By Spouse (1)

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Stock

\$.01 PV
Class B
Stock

351

I

By Spouse
(1)

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 or Derivative Security (Instr. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 2.89	02/17/2014		M	9,400	02/19/2005	02/19/2014	\$.01 PV Com Stk	9,400	\$ 2.
Option	\$ 2.89	02/17/2014		M	8,437	02/19/2005	02/19/2014	\$.01 PV Cl B Stk	8,437	\$ 2.
Option	\$ 2.68					12/14/2005	12/14/2014	\$.01 PV Com Stk	10,400	
Option	\$ 2.68					12/14/2005	12/14/2014	\$.01 PV Cl B Stk	9,334	
Option	\$ 3.43					02/18/2006	02/18/2015	\$.01 PV Com Stk	8,750	
Option	\$ 3.43					02/18/2006	02/18/2015	\$.01 PV Com Stk	7,852	

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					PV Cl B Stk	
Option	\$ 5.18		12/13/2006	12/13/2015	\$.01 PV Com Stk	6,100
Option	\$ 5.18		12/13/2006	12/13/2015	\$.01 PV Cl B Stk	5,474
Option	\$ 9.15		12/12/2007	12/12/2016	\$.01 PV Com Stk	4,030
Option	\$ 9.15		12/12/2007	12/12/2016	\$.01 PV Cl B Stk	3,615
Option	\$ 20.98		12/19/2008	12/19/2017	\$.01 PV Com Stk	2,010
Option	\$ 20.98		12/19/2008	12/19/2017	\$.01 PV Cl B Stk	1,802
Option	\$ 5.19		12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800
Option	\$ 5.19		12/09/2009	12/09/2018	\$.01 PV Cl B Stk	6,112
Option	\$ 5.18		12/03/2010	12/03/2019	\$.01 PV Com Stk	11,750
Option	\$ 5.18		12/03/2010	12/03/2019	\$.01 PV Cl B Stk	6,087
Option	\$ 14.01		12/02/2011	12/02/2020	\$.01 PV	4,350

Option	\$ 14.01	12/02/2011	12/02/2020	Com Stk \$.01 PV Cl B Stk	2,254	
Option	\$ 24.81	12/01/2012	12/01/2021	Com Stk \$.01 PV Com Stk	3,200	
Option	\$ 24.81	12/01/2012	12/01/2021	Cl B Stk \$.01 PV Cl B Stk	1,216	
Option	\$ 16.79	11/29/2013	11/29/2022	Com Stk \$.01 PV Com Stk	5,700	
Option	\$ 16.79	11/29/2013	11/29/2022	Cl B Stk \$.01 PV Cl B Stk	1,140	
Option	\$ 51.93	12/11/2014	12/11/2023	Com Stk \$.01 PV Com Stk	2,330	

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 02/19/2014

__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.

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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