

ASTRONICS CORP  
Form 4  
April 04, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
**04/03/2014**

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
\$.01 PV Common Stock	04/03/2014		M	844	D \$ 62.66	67,366	D
\$.01 PV Common Stock	04/03/2014		M	10,400	A \$ 2.68	77,766	D
\$.01 PV Class B Stock	04/03/2014		M	9,334	A \$ 2.68	148,027	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 Value of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 2.68	04/03/2014		M	10,400	12/14/2005	12/14/2014	\$.01 PV Com Stk	10,400	\$ 26,800
Option	\$ 2.68	04/03/2014		M	9,334	12/14/2005	12/14/2014	\$.01 PV Cl B Stk	9,334	\$ 25,000
Option	\$ 3.43					02/18/2006	02/18/2015	\$.01 PV Com Stk	8,750	\$ 30,000
Option	\$ 3.43					02/18/2006	02/18/2015	\$.01 PV Cl B Stk	7,852	\$ 27,000
Option	\$ 5.18					12/13/2006	12/13/2015	\$.01 PV Com Stk	6,100	\$ 31,500
Option	\$ 5.18					12/13/2006	12/13/2015	\$.01 PV	5,474	\$ 28,400

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Option	\$ 9.15	12/12/2007	12/12/2016	CI B Stk \$.01 PV Com Stk	4,030
Option	\$ 9.15	12/12/2007	12/12/2016	CI B Stk \$.01 PV CI B Stk	3,615
Option	\$ 20.98	12/19/2008	12/19/2017	Com Stk \$.01 PV Com Stk	2,010
Option	\$ 20.98	12/19/2008	12/19/2017	CI B Stk \$.01 PV CI B Stk	1,802
Option	\$ 5.19	12/09/2009	12/09/2018	Com Stk \$.01 PV Com Stk	11,800
Option	\$ 5.19	12/09/2009	12/09/2018	CI B Stk \$.01 PV CI B Stk	6,112
Option	\$ 5.18	12/03/2010	12/03/2019	Com Stk \$.01 PV Com Stk	11,750
Option	\$ 5.18	12/03/2010	12/03/2019	CI B Stk \$.01 PV CI B Stk	6,087
Option	\$ 14.01	12/02/2011	12/02/2020	Com Stk \$.01 PV Com Stk	4,350
Option	\$ 14.01	12/02/2011	12/02/2020	CI B Stk \$.01 PV CI B Stk	2,254
Option	\$ 24.81	12/01/2012	12/01/2021	\$.01 PV Com	3,200

Option	\$ 24.81	12/01/2012	12/01/2021					Stk \$.01 PV Cl B Stk 1,216
Option	\$ 16.79	11/29/2013	11/29/2022					Stk \$.01 PV Com Stk 5,700
Option	\$ 16.79	11/29/2013	11/29/2022					Stk \$.01 PV Cl B Stk 1,140
Option	\$ 51.93	12/11/2014	12/11/2023					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  
04/04/2014

\_\_\_\_\_  
\*\*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. 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.