

ASTRONICS CORP  
Form 4  
September 08, 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)  
**09/05/2014**

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 (D) Price			
\$.01 PV Common Stock					66,699	D	
\$.01 PV Class B Stock	09/05/2014		J <sup>(1)</sup>	42,945 A \$ 0	190,972	D	
\$.01 PV Common Stock					220	I	By Spouse <sup>(2)</sup>
\$.01 PV Class B	09/05/2014		J <sup>(1)</sup>	114 A \$ 0	465	I	By Spouse <sup>(2)</sup>

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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 (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 Derivative Security (Instr. 3)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 2.86					02/18/2006	02/18/2015			\$.01 PV Com Stk	4,550	
Option	\$ 2.86	09/05/2014		<u>J</u> <sup>(1)</sup>		2,481		02/18/2006	02/18/2015	\$.01 PV Cl B Stk	10,334	\$ 0
Option	\$ 4.32					12/13/2006	12/13/2015			\$.01 PV Com Stk	6,100	
Option	\$ 4.32	09/05/2014		<u>J</u> <sup>(1)</sup>		2,315		12/13/2006	12/13/2015	\$.01 PV Cl B Stk	7,790	\$ 0
Option	\$ 7.62					12/12/2007	12/12/2016			\$.01 PV Com Stk	4,030	
Option	\$ 7.62	09/05/2014		<u>J</u> <sup>(1)</sup>		1,529		12/12/2007	12/12/2016	\$.01 PV Cl B Stk	5,146	\$ 0

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Option	\$ 17.48					12/19/2008	12/19/2017	\$ .01 PV Com Stk	2,010	
Option	\$ 17.48	09/05/2014		<u>J<sup>(1)</sup></u>	763	12/19/2008	12/19/2017	\$ .01 PV Cl B Stk	2,567	\$ 0
Option	\$ 4.33					12/09/2009	12/09/2018	\$ .01 PV Com Stk	11,800	
Option	\$ 4.33	09/05/2014		<u>J<sup>(1)</sup></u>	3,582	12/09/2009	12/09/2018	\$ .01 PV Cl B Stk	9,695	\$ 0
Option	\$ 4.32					12/03/2010	12/03/2019	\$ .01 PV Com Stk	11,750	
Option	\$ 4.32	09/05/2014		<u>J<sup>(1)</sup></u>	3,567	12/03/2010	12/03/2019	\$ .01 PV Cl B Stk	9,654	\$ 0
Option	\$ 11.67					12/02/2011	12/02/2020	\$ .01 PV Com Stk	4,350	
Option	\$ 11.67	09/05/2014		<u>J<sup>(1)</sup></u>	1,321	12/02/2011	12/02/2020	\$ .01 PV Cl B Stk	3,574	\$ 0
Option	\$ 20.68					12/01/2012	12/01/2021	\$ .01 PV Com Stk	3,200	
Option	\$ 20.68	09/05/2014		<u>J<sup>(1)</sup></u>	883	12/01/2012	12/01/2021	\$ .01 PV Cl B Stk	2,099	\$ 0
Option	\$ 13.99					11/29/2013	11/29/2022	\$ .01 PV Com Stk	5,700	
Option	\$ 13.99	09/05/2014		<u>J<sup>(1)</sup></u>	1,368	11/29/2013	11/29/2022		2,508	\$ 0

Option	\$ 43.28					12/11/2014	12/11/2023			\$ .01 PV Cl B Stk	2,330	
Option	\$ 43.28	09/05/2014		<u>J</u> <sup>(1)</sup>	466	12/11/2014	12/11/2023			\$ .01 PV Cl B Stk	466	\$ 0

## 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 09/08/2014

\_\_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) Shares issued pursuant to a one-for-five distribution of Class B stock to holders of both Common and Class B stock on the record date of September 5, 2014.
- (2) 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.