#### **ASTRONICS CORP**

Form 4

March 07, 2014

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

burden hours per

Form filed by More than One Reporting

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KEANE KEVIN T			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			ASTRONICS CORP [ATRO]	(Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction			
1801 ELMWOOD AVE			(Month/Day/Year) 03/05/2014	XDirectorX 10% OwnerOfficer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		

### BUFFALO, NY 14207

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acquir	ad Disposed of or Reneficially Owned

Person

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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
\$.01 PV Com Stk	03/05/2014		S	3,900	D	\$ 69.21	39,672	D	
\$.01 PV Com Stk	03/06/2014		S	6,100	D	\$ 69.68	33,572	D	
\$.01 PV Cl B Stk							1,132,383	D	
\$.01 PV Com Stk							58,120	I	By Spouse
\$.01 PV Cl B Stk							99,662	I	By Spouse

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

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SEC 1474 (9-02)

8. Price of Derivative Security (Instr. 5)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactic Code (Instr. 8)	5. Dr.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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 7.07					09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000
Option	\$ 7.07					09/06/2006	03/06/2016	\$.01 PV Cl B Stk	4,487
Option	\$ 9.28					09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000
Option	\$ 9.28					09/20/2007	03/20/2017	\$.01 PV Cl B Stk	4,487
Option	\$ 10.08					09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500
Option	\$ 10.08					09/20/2008	03/20/2018	\$.01 PV Cl B Stk	2,244

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Option	\$ 4.88	09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000
Option	\$ 4.88	09/05/2009	03/05/2019	\$.01 PV Cl B Stk	2,072
Option	\$ 5.82	09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000
Option	\$ 5.82	09/02/2010	03/02/2020	\$.01 PV Cl B Stk	2,590
Option	\$ 14.2	08/28/2011	02/28/2021	\$.01 PV Com Stk	2,500
Option	\$ 14.2	08/28/2011	02/28/2021	\$.01 PV Cl B Stk	1,296
Option	\$ 24.99	08/28/2012	02/28/2022	\$.01 PV Com Stk	3,000
Option	\$ 24.99	08/28/2012	02/28/2022	\$.01 PV Cl B Stk	1,140
Option	\$ 23.08	08/22/2013	02/22/2023	\$.01 PV Com Stk	3,000
Option	\$ 23.08	08/22/2013	02/22/2023	\$.01 PV Cl B Stk	600
Option	\$ 65.36	09/03/2014	03/03/2024	\$.01 PV Com Stk	2,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
KEANE KEVIN T						
1801 ELMWOOD AVE	X	X				
BUFFALO, NY 14207						

# **Signatures**

/s/David C. Burney, as Power of Attorney for Kevin T.
Keane 03/07/2014

\*\*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. Keane disclaims any beneficial ownership in shares held 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.

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