

ASTRONICS CORP

Form 4

April 04, 2014

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
Number: 3235-0287
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2005
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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)
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
____X____ Officer (give title ____ Other (specify
below) 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)
			Code	V	Amount	(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. Pri Deriv Secur (Instr
				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	\$ 2
Option	\$ 2.68	04/03/2014		M	9,334	12/14/2005	12/14/2014	\$.01 PV Cl B Stk	9,334	\$ 2
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 Cl B Stk	7,852	
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	5,474	

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					CI B Stk	
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 CI 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 CI 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 CI 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 CI B Stk	6,087
Option	\$ 14.01	12/02/2011	12/02/2020		\$.01 PV Com Stk	4,350
Option	\$ 14.01	12/02/2011	12/02/2020		\$.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.

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