

ASTRONICS CORP
Form 4
July 17, 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)
07/16/2014

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	07/16/2014		S	3,000 D \$ 54.4	65,766	D	
\$.01 PV Common Stock	07/16/2014		M	267 D \$ 54.02	65,499	D	
\$.01 PV Common Stock	07/16/2014		M	4,200 A \$ 3.43	69,699	D	
\$.01 PV Class B					148,027	D	

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Stock				
\$.01 PV Common Stock		220	I	By Spouse (1)
\$.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 Deriva Securi (Instr.		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 3.43	07/16/2014		M	4,200	02/18/2006	02/18/2015	\$.01 PV Com Stk	8,750	\$ 3.
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 Cl B Stk	5,474	
Option	\$ 9.15					12/12/2007	12/12/2016	\$.01 PV	4,030	

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					Com Stk	
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 Com Stk	4,350	
Option	\$ 14.01	12/02/2011	12/02/2020	\$.01 PV Cl B Stk	2,254	
Option	\$ 24.81	12/01/2012	12/01/2021	\$.01 PV Com Stk	3,200	
Option	\$ 24.81	12/01/2012	12/01/2021	\$.01 PV Cl B	1,216	

					Stk	
					\$.01	
Option	\$ 16.79	11/29/2013	11/29/2022		PV	5,700
					Com	
					Stk	
					\$.01	
Option	\$ 16.79	11/29/2013	11/29/2022		PV	1,140
					Cl B	
					Stk	
					\$.01	
Option	\$ 51.93	12/11/2014	12/11/2023		PV	2,330
					Com	
					Stk	

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

07/17/2014

__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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