

ASTRONICS CORP  
Form 4  
October 11, 2013

**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 \*  
DRENNING JOHN B

(Last) (First) (Middle)

THE GUARANTY BUILDING, 140  
PEARL ST., SUITE 100

(Street)

BUFFALO, NY 14202-4040

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/10/2013

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)

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)
				(A) or (D) Price			
\$.01 PV Com Stk					78,917	D	
\$.01 PV Cl B Stk	10/10/2013		J <sup>(1)</sup>	51,670 A \$ 0	231,104	D	

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

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SEC 1474  
(9-02)

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**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 of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Title	Amount or Number of Shares		
Option	\$ 2.89							08/19/2004 02/19/2014	\$0.01 PV Com Stk	4,000	
Option	\$ 2.89	10/10/2013		<u>J</u> <sup>(1)</sup>		1,265		08/19/2004 02/19/2014	\$0.01 PV Cl B Stk	3,590	\$ 2.89
Option	\$ 3.45							08/28/2005 02/28/2015	\$0.01 PV Com Stk	4,000	
Option	\$ 3.45	10/10/2013		<u>J</u> <sup>(1)</sup>		1,265		08/28/2005 02/28/2015	\$0.01 PV Cl B Stk	3,590	\$ 3.45
Option	\$ 7.07							09/06/2006 03/06/2016	\$0.01 PV Com Stk	5,000	
Option	\$ 7.07	10/10/2013		<u>J</u> <sup>(1)</sup>		1,581		09/06/2006 03/06/2016	\$0.01 PV Cl B Stk	4,487	\$ 7.07
Option	\$ 9.28							09/20/2007 03/20/2017	\$0.01 PV Com Stk	5,000	
Option	\$ 9.28	10/10/2013		<u>J</u> <sup>(1)</sup>		1,581		09/20/2007 03/20/2017	\$0.01 PV Cl B Stk	4,487	\$ 9.28

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Option	\$ 10.08					09/20/2008	03/20/2018	\$ .01 PV Com Stk	2,500	
Option	\$ 10.08	10/10/2013	<u>J<sup>(1)</sup></u>	791		09/20/2008	03/20/2018	\$ .01 PV Cl B Stk	2,244	\$ 10.08
Option	\$ 4.88					09/05/2009	03/05/2019	\$ .01 PV Com Stk	4,000	
Option	\$ 4.88	10/10/2013	<u>J<sup>(1)</sup></u>	1,012		09/05/2009	03/05/2019	\$ .01 PV Cl B Stk	2,072	\$ 4.88
Option	\$ 5.82					09/02/2010	03/02/2020	\$ .01 PV Com Stk	5,000	
Option	\$ 5.82	10/10/2013	<u>J<sup>(1)</sup></u>	1,265		09/02/2010	03/02/2020	\$ .01 PV Cl B Stk	2,590	\$ 5.82
Option	\$ 14.2					08/28/2011	02/28/2021	\$ .01 PV Com Stk	2,500	
Option	\$ 14.2	10/10/2013	<u>J<sup>(1)</sup></u>	633		08/28/2011	02/28/2021	\$ .01 PV Cl B Stk	1,296	\$ 14.20
Option	\$ 24.99					08/28/2012	02/28/2022	\$ .01 PV Com Stk	3,000	
Option	\$ 24.99	10/10/2013	<u>J<sup>(1)</sup></u>	690		08/28/2012	02/28/2022	\$ .01 PV Cl B Stk	1,140	\$ 24.99
Option	\$ 23.08					08/22/2013	02/22/2023	\$ .01 PV Com Stk	3,000	
Option	\$ 23.08	10/10/2013	<u>J<sup>(1)</sup></u>	600		08/22/2013	02/22/2023		600	\$ 23.08

\$.01  
PV  
Cl B  
Stk

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENNING JOHN B THE GUARANTY BUILDING 140 PEARL ST., SUITE 100 BUFFALO, NY 14202-4040	X			

## Signatures

/s/David C. Burney as Power of Attorney for John B.  
Drenning

10/11/2013

\_\_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 October 10, 2013.

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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