

ASTRONICS CORP  
Form 4  
February 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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)  
**02/17/2014**

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)
				(A) or (D) Price			
\$.01 PV Common Stock	02/17/2014		M	868 D	\$ 59.43 64,810	D	
\$.01 PV Common Stock	02/17/2014		M	9,400 A	\$ 2.89 74,210	D	
\$.01 PV Class B Stock	02/17/2014		M	8,437 A	\$ 2.89 138,693	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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SEC 1474  
 (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 or Derivative Security (Instr. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 2.89	02/17/2014		M	9,400	02/19/2005	02/19/2014	\$.01 PV Com Stk	9,400	\$ 2.
Option	\$ 2.89	02/17/2014		M	8,437	02/19/2005	02/19/2014	\$.01 PV Cl B Stk	8,437	\$ 2.
Option	\$ 2.68					12/14/2005	12/14/2014	\$.01 PV Com Stk	10,400	
Option	\$ 2.68					12/14/2005	12/14/2014	\$.01 PV Cl B Stk	9,334	
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	7,852	

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					PV Cl B Stk	
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 Com Stk	4,030
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	4,350

Option	\$ 14.01	12/02/2011	12/02/2020	Com Stk \$.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 Stk	1,216
Option	\$ 16.79	11/29/2013	11/29/2022	\$.01 PV Com Stk	5,700
Option	\$ 16.79	11/29/2013	11/29/2022	\$.01 PV Cl B Stk	1,140
Option	\$ 51.93	12/11/2014	12/11/2023	\$.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

02/19/2014

\_\_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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