

ASTRONICS CORP  
Form 4  
September 08, 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 \*  
MCKENNA ROBERT J

(Last) (First) (Middle)  
38 QUARTERMASTER DRIVE  
(Street)  
SALEM, SC 29676  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/05/2014

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)

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 (D) Price			
\$.01 PV Com Stk					26,589	I	Robert J McKenna Revocable Trust <sup>(1)</sup>
\$.01 PV Cl B Stk	09/05/2014		J <sup>(2)</sup>	5,318 A \$ 0	5,318	I	Robert J McKenna Revocable Trust <sup>(1)</sup>

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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 8.39					09/20/2008	03/20/2018	\$0.01 PV Com Stk	2,500
Option	\$ 8.39	09/05/2014		<u>J</u> (2)	949	09/20/2008	03/20/2018	\$0.01 PV Cl B Stk	3,193 \$ 0
Option	\$ 4.06					09/05/2009	03/05/2019	\$0.01 PV Com Stk	4,000
Option	\$ 4.06	09/05/2014		<u>J</u> (2)	1,214	09/05/2009	03/05/2019	\$0.01 PV Cl B Stk	3,286 \$ 0
Option	\$ 4.85					09/02/2010	03/02/2020	\$0.01 PV Com Stk	5,000
Option	\$ 4.85	09/05/2014		<u>J</u> (2)	1,518	09/02/2010	03/02/2020	\$0.01 PV Cl B Stk	4,108 \$ 0
Option	\$ 11.84					08/28/2011	02/28/2021	\$0.01 PV Com Stk	2,500
Option	\$ 11.84	09/05/2014		<u>J</u> (2)	759	08/28/2011	02/28/2021		2,054 \$ 0

										\$ .01 PV Cl B Stk		
Option	\$ 20.83					08/28/2012	02/28/2022			\$ .01 PV Com Stk	3,000	
Option	\$ 20.83	09/05/2014		<u>J</u> <sup>(2)</sup>	828	08/28/2012	02/28/2022			\$ .01 PV Cl B Stk	1,968	\$ 0
Option	\$ 19.24					08/22/2013	02/22/2023			\$ .01 PV Com Stk	3,000	
Option	\$ 19.24	09/05/2014		<u>J</u> <sup>(2)</sup>	720	08/22/2013	02/22/2023			\$ .01 PV Cl B Stk	1,320	\$ 0
Option	\$ 54.47					09/03/2014	03/03/2024			\$ .01 PV Com Stk	2,000	
Option	\$ 54.47	09/05/2014		<u>J</u> <sup>(2)</sup>	400	09/03/2014	03/03/2024			\$ .01 PV Cl B Stk	400	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNA ROBERT J 38 QUARTERMASTER DRIVE SALEM, SC 29676			X	

## Signatures

/s/David C. Burney as Power of Attorney for Robert J. McKenna

09/08/2014

        \*\*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) Represents shares held by the Robert J. McKenna Revocable Trust. The beneficiaries of the trust are the reporting persons immediate family. The reporting person serves as one of two trustees and shares voting and investment power.
- (2) 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 September 5, 2014.

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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