

KRAMER JAMES S  
Form 3  
December 03, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
KRAMER JAMES S		(Month/Day/Year)	ASTRONICS CORP [ATRO]	
(Last)	(First)	(Middle)	12/02/2010	
130 COMMERCE WAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
EAST AURORA, NY 14052			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP Luminescent Systems, Inc.	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
\$.01 PV Common Stock	74,822	D	^
\$.01 PV Class B Stock	60,635	D	^
\$.01 PV Common Stock	220	I	By Spouse <sup>(1)</sup>
\$.01 PV Class B Stock	157	I	By Spouse <sup>(1)</sup>

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option	01/24/2004	01/24/2013	\$.01 PV Com Stk	5,467	\$ 4.262	D	Â
Option	01/24/2004	01/24/2013	\$.01 PV Cl B Stk	1,367	\$ 4.262	D	Â
Option	02/19/2005	02/19/2014	\$.01 PV Com Stk	9,400	\$ 4.392	D	Â
Option	02/19/2005	02/19/2014	\$.01 PV Cl B Stk	2,350	\$ 4.392	D	Â
Option	12/14/2005	12/14/2014	\$.01 PV Com Stk	10,400	\$ 4.072	D	Â
Option	12/14/2005	12/14/2014	\$.01 PV Cl B Stk	2,600	\$ 4.072	D	Â
Option	02/18/2006	02/18/2015	\$.01 PV Com Stk	8,750	\$ 5.2	D	Â
Option	02/18/2006	02/18/2015	\$.01 PV Cl B Stk	2,187	\$ 5.2	D	Â
Option	12/13/2006	12/13/2015	\$.01 PV Com Stk	6,100	\$ 7.864	D	Â
Option	12/13/2006	12/13/2015	\$.01 PV Cl B Stk	1,525	\$ 7.864	D	Â
Option	12/12/2007	12/12/2016	\$.01 PV Com Stk	4,030	\$ 13.888	D	Â
Option	12/12/2007	12/12/2016	\$.01 PV Cl B Stk	1,007	\$ 13.888	D	Â
Option	12/19/2008	12/19/2017	\$.01 PV Com Stk	2,010	\$ 31.848	D	Â
Option	12/19/2008	12/19/2017	\$.01 PV Cl B Stk	502	\$ 31.848	D	Â
Option	12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800	\$ 7.88	D	Â
Option	12/03/2010	12/03/2019	\$.01 PV Com Stk	11,750	\$ 7.87	D	Â
Option	12/02/2011	12/02/2020	\$.01 PV Com Stk	4,400	\$ 21.26	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER JAMES S 130 COMMERCE WAY EAST AURORA, NY 14052	Â	Â	Â VP Luminescent Systems, Inc.	Â

## Signatures

/S/David C. Burney, as Pwoer of Attorney for James S.  
Kramer

12/03/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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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