

KRAMER JAMES S  
Form 4  
August 24, 2011

**FORM 4**

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

OMB APPROVAL

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**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)  
08/22/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

VP Luminescent Systems, Inc.

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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	08/22/2011		S	1,600	D \$ 25.36	62,533	D
\$.01 PV Class B Stock						73,680	D
\$.01 PV Common Stock						220	I
\$.01 PV Class B Stock						194	I
							By Spouse (1)
							By Spouse (1)

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Stock

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 of Derivative Security (Instr. 5)	
				Code	V	(A)	(D)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 3.87					01/24/2004	01/24/2013	PV Com Stk	5,467
Option	\$ 3.87					01/24/2004	01/24/2013	CI B Stk	2,050
Option	\$ 3.99					02/19/2005	02/19/2014	PV Com Stk	9,400
Option	\$ 3.99					02/19/2005	02/19/2014	CI B Stk	3,525
Option	\$ 3.7					12/14/2005	12/14/2014	PV Com Stk	10,400
Option	\$ 3.7					12/14/2005	12/14/2014	CI B Stk	3,900

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Option	\$ 4.73	02/18/2006	02/18/2015	\$ .01 PV Com Stk	8,750
Option	\$ 4.73	02/18/2006	02/18/2015	\$ .01 PV Cl B Stk	3,280
Option	\$ 7.15	12/13/2006	12/13/2015	\$ .01 PV Com Stk	6,100
Option	\$ 7.15	12/13/2006	12/13/2015	\$ .01 PV Cl B Stk	2,287
Option	\$ 12.63	12/12/2007	12/12/2016	\$ .01 PV Com Stk	4,030
Option	\$ 12.63	12/12/2007	12/12/2016	\$ .01 PV Cl B Stk	1,510
Option	\$ 28.95	12/19/2008	12/19/2017	\$ .01 PV Com Stk	2,010
Option	\$ 28.95	12/19/2008	12/19/2017	\$ .01 PV Cl B Stk	753
Option	\$ 7.16	12/09/2009	12/09/2018	\$ .01 PV Com Stk	11,800
Option	\$ 7.16	12/09/2009	12/09/2018	\$ .01 PV Cl B Stk	1,180
Option	\$ 7.15	12/03/2010	12/03/2019	\$ .01 PV Com Stk	11,750
Option	\$ 7.15	12/03/2010	12/03/2019		1,175

