

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  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
**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)  
**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		
				Code	V	Amount	
\$.01 PV Common Stock						66,678	D
\$.01 PV Class B Stock	10/10/2013		J <sup>(1)</sup>	32,822	A	\$ 0 130,256	D
\$.01 PV Common Stock						220	I
							By Spouse <sup>(2)</sup>
\$.01 PV Class B Stock	10/10/2013		J <sup>(1)</sup>	95	A	\$ 0 351	I
							By Spouse <sup>(2)</sup>

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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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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 (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	\$ 2.89							02/19/2005	02/19/2014	\$.01 PV Com Stk	9,400	
Option	\$ 2.89	10/10/2013		<u>J</u> <sup>(1)</sup>		2,973		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	10/10/2013		<u>J</u> <sup>(1)</sup>		3,289		12/14/2005	12/14/2014	\$.01 PV Cl B Stk	9,334	\$ 2.
Option	\$ 3.43							02/18/2006	02/18/2015	\$.01 PV Com Stk	8,750	
Option	\$ 3.43	10/10/2013		<u>J</u> <sup>(1)</sup>		2,767		02/18/2006	02/18/2015	\$.01 PV Cl B Stk	7,852	\$ 3.

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Option	\$ 5.18					12/13/2006	12/13/2015	\$ .01 PV Com Stk	6,100	
Option	\$ 5.18	10/10/2013		<u>J<sup>(1)</sup></u>	1,929	12/13/2006	12/13/2015	\$ .01 PV Cl B Stk	5,474	\$ 5.
Option	\$ 9.15					12/12/2007	12/12/2016	\$ .01 PV Com Stk	4,030	
Option	\$ 9.15	10/10/2013		<u>J<sup>(1)</sup></u>	1,274	12/12/2007	12/12/2016	\$ .01 PV Cl B Stk	3,615	\$ 9.
Option	\$ 20.98					12/19/2008	12/19/2017	\$ .01 PV Com Stk	2,010	
Option	\$ 20.98	10/10/2013		<u>J<sup>(1)</sup></u>	635	12/19/2008	12/19/2017	\$ .01 PV Cl B Stk	1,802	\$ 20
Option	\$ 5.19					12/09/2009	12/09/2018	\$ .01 PV Com Stk	11,800	
Option	\$ 5.19	10/10/2013		<u>J<sup>(1)</sup></u>	2,985	12/09/2009	12/09/2018	\$ .01 PV Cl B Stk	6,112	\$ 5.
Option	\$ 5.18					12/03/2010	12/03/2019	\$ .01 PV Com Stk	11,750	
Option	\$ 5.18	10/10/2013		<u>J<sup>(1)</sup></u>	2,973	12/03/2010	12/03/2019	\$ .01 PV Cl B Stk	6,087	\$ 5.
Option	\$ 14.01					12/02/2011	12/02/2020	\$ .01 PV Com Stk	4,350	
Option	\$ 14.01	10/10/2013		<u>J<sup>(1)</sup></u>	1,101	12/02/2011	12/02/2020		2,254	\$ 14

Option	\$ 24.81					12/01/2012	12/01/2021				
Option	\$ 24.81	10/10/2013		<u>J</u> <sup>(1)</sup>	736	12/01/2012	12/01/2021				
Option	\$ 16.79					11/29/2013	11/29/2022				
Option	\$ 16.79	10/10/2013		<u>J</u> <sup>(1)</sup>	1,140	11/29/2013	11/29/2022				

## 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  
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.
- (2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.