

ASTRONICS CORP
Form 4
January 05, 2015

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 *
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)
01/02/2015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
\$.01 PV Common Stock	01/02/2015		M	4,550 A \$ 2.86	67,252	D	
\$.01 PV Common Stock	01/02/2015		M	6,100 A \$ 4.32	73,352	D	
\$.01 PV Common Stock	01/02/2015		F	1,856 D \$ 55.27	71,496	D	
\$.01 PV Class B	01/02/2015		M	10,334 A \$ 2.86	201,528	D	

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Stock									
\$.01 PV									
Class B	01/02/2015		M	7,790	A	\$ 4.32	209,318	D	
Stock									
\$.01 PV									
Common							220	I	By Spouse <u>(1)</u>
Stock									
\$.01 PV									
Class B							465	I	By Spouse <u>(1)</u>
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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Option	\$ 2.86	01/02/2015		M		4,550		02/18/2006 02/18/2015	\$.01 PV Com Stk 4,550
Option	\$ 2.86	01/02/2015		M		10,334		02/18/2006 02/18/2015	\$.01 PV Cl B Stk 10,334
Option	\$ 4.32	01/02/2015		M		6,100		12/13/2006 12/13/2015	\$.01 PV Com Stk 6,100
Option	\$ 4.32	01/02/2015		M		7,790		12/13/2006 12/13/2015	\$.01 PV Cl B Stk 7,790

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Option	\$ 7.62	12/12/2007	12/12/2016	\$.01 PV Com Stk	4,030
Option	\$ 7.62	12/12/2007	12/12/2016	\$.01 PV Cl B Stk	5,146
Option	\$ 17.48	12/19/2008	12/19/2017	\$.01 PV Com Stk	2,010
Option	\$ 17.48	12/19/2008	12/19/2017	\$.01 PV Cl B Stk	2,567
Option	\$ 4.33	12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800
Option	\$ 4.33	12/09/2009	12/09/2018	\$.01 PV Cl B Stk	9,695
Option	\$ 4.32	12/03/2010	12/03/2019	\$.01 PV Com Stk	11,750
Option	\$ 4.32	12/03/2010	12/03/2019	\$.01 PV Cl B Stk	9,654
Option	\$ 11.67	12/02/2011	12/02/2020	\$.01 PV Com Stk	4,350
Option	\$ 11.67	12/02/2011	12/02/2020	\$.01 PV Cl B Stk	3,574
Option	\$ 20.68	12/01/2012	12/01/2021	\$.01 PV Com Stk	3,200
Option	\$ 20.68	12/01/2012	12/01/2021		2,099

							\$.01 PV Cl B Stk
Option	\$ 13.99			11/29/2013	11/29/2022		\$.01 PV Com Stk
							5,700
Option	\$ 13.99			11/29/2013	11/29/2022		\$.01 PV Cl B Stk
							2,508
Option	\$ 43.28			12/11/2014	12/11/2023		\$.01 PV Com Stk
							2,330
Option	\$ 43.28			12/11/2014	12/11/2023		\$.01 PV Cl B Stk
							466
Option	\$ 46.89			12/11/2015	12/11/2024		\$.01 PV Com Stk
							2,720

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

01/05/2015

**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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