

KRAMER JAMES S
Form 4
May 09, 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)
05/06/2011

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) Code V Amount (D) Price			
\$.01 PV Common Stock	05/06/2011		S	5,000 D \$ 25.79	69,822	D	
\$.01 PV Class B Stock					60,635	D	
\$.01 PV Common Stock					220	I	By Spouse (1)
\$.01 PV Class B Stock					157	I	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)	Title	Amount or Number of Shares
Option	\$ 4.262					01/24/2004 01/24/2013	\$.01 PV Com Stk	5,467
Option	\$ 4.262					01/24/2004 01/24/2013	\$.01 CI B Stk	1,367
Option	\$ 4.392					02/19/2005 02/19/2014	\$.01 PV Com Stk	9,400
Option	\$ 4.392					02/19/2005 02/19/2014	\$.01 PV CI B Stk	2,350
Option	\$ 4.072					12/14/2005 12/14/2014	\$.01 PV Com Stk	10,400
Option	\$ 4.072					12/14/2005 12/14/2014	\$.01 PV CI B Stk	2,600

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Option	\$ 5.2	02/18/2006	02/18/2015	\$.01 PV Com Stk	8,750
Option	\$ 5.2	02/18/2006	02/18/2015	\$.01 PV Cl B Stk	2,187
Option	\$ 7.864	12/13/2006	12/13/2015	\$.01 PV Com Stk	6,100
Option	\$ 7.864	12/13/2006	12/13/2015	\$.01 PV Cl B Stk	1,525
Option	\$ 13.888	12/12/2007	12/12/2016	\$.01 PV Com Stk	4,030
Option	\$ 13.888	12/12/2007	12/12/2016	\$.01 PV Cl B Stk	1,007
Option	\$ 31.848	12/19/2008	12/19/2017	\$.01 PV Com Stk	2,010
Option	\$ 31.848	12/19/2008	12/19/2017	\$.01 PV Cl B Stk	502
Option	\$ 7.88	12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800
Option	\$ 7.87	12/03/2010	12/03/2019	\$.01 PV Com Stk	11,750
Option	\$ 21.26	12/02/2011	12/02/2020	\$.01 PV Com Stk	4,400

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

05/09/2011

__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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