

ASTRONICS CORP  
Form 4  
February 19, 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 \*  
BURNEY DAVID C

(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)  
02/18/2015

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-FINANCE, CFO

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)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV COMMON STOCK	02/18/2015		M		8,750	A	\$ 2.86
\$.01 PV COMMON STOCK	02/18/2015		M		6,900	A	\$ 4.32
\$.01 PV CLASS B STOCK	02/18/2015		M		11,174	A	\$ 2.86
\$.01 PV CLASS B	02/18/2015		M		8,811	A	\$ 4.32
							21,701
							28,601
							68,784
							77,595

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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. F. Der. Sec. (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 2.86	02/18/2015		M	8,750	02/18/2006	02/18/2015	\$.01 PV COM STK	8,750
OPTION	\$ 2.86	02/18/2015		M	11,174	02/18/2006	02/18/2015	\$.01 PV Cl B Stk	11,174
OPTION	\$ 4.32	02/18/2015		M	6,900	12/13/2006	12/13/2015	\$.01 PV COM STK	6,900
OPTION	\$ 4.32	02/18/2015		M	8,811	12/13/2006	12/13/2015	\$.01 PV Cl B Stk	8,811
OPTION	\$ 7.62					12/12/2007	12/12/2016	\$.01 PV COM STK	4,610
OPTION	\$ 7.62					12/12/2007	12/12/2016	\$.01 PV Cl B Stk	5,887
OPTION	\$ 17.48					12/19/2008	12/19/2017	\$.01 PV COM STK	2,210

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OPTION	\$ 17.48	12/19/2008	12/19/2017	\$.01 PV Cl B Stk	2,822
OPTION	\$ 4.33	12/09/2009	12/09/2018	\$.01 PV COM STK	12,690
OPTION	\$ 4.33	12/09/2009	12/09/2018	\$.01 PV CL B STK	10,426
OPTION	\$ 4.32	12/03/2010	12/03/2019	\$.01 PV COM STK	12,710
OPTION	\$ 4.32	12/03/2010	12/03/2019	\$.01 PV CL B STK	10,443
OPTION	\$ 11.67	12/02/2011	12/02/2020	\$.01 PV COM STK	5,000
OPTION	\$ 11.67	12/02/2011	12/02/2020	\$.01 PV CL B STK	4,108
OPTION	\$ 20.68	12/01/2012	12/01/2021	\$.01 PV COM STK	3,600
OPTION	\$ 20.68	12/01/2012	12/01/2021	\$.01 PV CL B STK	2,362
OPTION	\$ 13.99	11/29/2013	11/29/2022	\$.01 PV COM STK	6,400
OPTION	\$ 13.99	11/29/2013	11/29/2022	\$.01 PV CL B STK	2,816
OPTION	\$ 43.28	12/11/2014	12/11/2023	\$.01 PV	2,600

						COM STK	
						\$.01 PV CL B STK	520
Option	\$ 43.28			12/11/2014	12/11/2023		
						\$.01 PV COM STK	3,150
OPTION	\$ 46.89			12/11/2015	12/11/2024		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 130 COMMERCE WAY EAST AURORA, NY 14052			VP-FINANCE, CFO	

## Signatures

/S/DAVID C.  
BURNEY

02/19/2015

\*\*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).

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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