

ASTRONICS CORP  
Form 4  
February 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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)  
02/17/2014

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, TREASURER

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
\$.01 PV COMMON STOCK	02/17/2014		M		9,400	A	\$ 2.89
\$.01 PV CLASS B STOCK	02/17/2014		M		8,437	A	\$ 2.89

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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. Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
OPTION	\$ 2.89	02/17/2014		M		9,400		02/19/2005	02/19/2014	\$.01 PV COM STK	9,400
OPTION	\$ 2.89	02/17/2014		M		8,437		02/19/2005	02/19/2014	\$.01 PV Cl B Stk	8,437
OPTION	\$ 2.68							12/14/2005	12/14/2014	\$.01 PV COM STK	10,100
OPTION	\$ 2.68							12/14/2005	12/14/2014	\$.01 PV Cl B Stk	9,064
OPTION	\$ 3.43							02/18/2006	02/18/2015	\$.01 PV COM STK	8,750
OPTION	\$ 3.43							02/18/2006	02/18/2015	\$.01 PV Cl B Stk	7,853
OPTION	\$ 5.18							12/13/2006	12/13/2015	\$.01 PV COM STK	6,900
OPTION	\$ 5.18							12/13/2006	12/13/2015	\$.01 PV Cl B Stk	6,192
OPTION	\$ 9.15							12/12/2007	12/12/2016	\$.01 PV COM STK	4,610
OPTION	\$ 9.15							12/12/2007	12/12/2016	\$.01	4,138

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					PV Cl B Stk	
					\$.01	
OPTION	\$ 20.98	12/19/2008	12/19/2017	PV COM STK	2,210	
					\$.01	
OPTION	\$ 20.98	12/19/2008	12/19/2017	PV Cl B Stk	1,984	
					\$.01	
OPTION	\$ 5.19	12/09/2009	12/09/2018	PV COM STK	12,690	
					\$.01	
OPTION	\$ 5.19	12/09/2009	12/09/2018	PV CL B STK	6,574	
					\$.01	
OPTION	\$ 5.18	12/03/2010	12/03/2019	PV COM STK	12,710	
					\$.01	
OPTION	\$ 5.18	12/03/2010	12/03/2019	PV CL B STK	6,584	
					\$.01	
OPTION	\$ 14.01	12/02/2011	12/02/2020	PV COM STK	5,000	
					\$.01	
OPTION	\$ 14.01	12/02/2011	12/02/2020	PV CL B STK	2,590	
					\$.01	
OPTION	\$ 24.81	12/01/2012	12/01/2021	PV COM STK	3,600	
					\$.01	
OPTION	\$ 24.81	12/01/2012	12/01/2021	PV CL B STK	1,368	
					\$.01	
OPTION	\$ 16.79	11/29/2013	11/29/2022	PV COM STK	6,400	

OPTION	\$ 16.79					11/29/2013	11/29/2022	\$.01 PV CL B STK	1,280
OPTION	\$ 51.93	12/11/2013		<u>A<sup>(1)</sup></u>	2,600	12/11/2014	12/11/2023	\$.01 PV COM STK	2,600

## Reporting Owners

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

## Signatures

/S/DAVID C.  
BURNEY

02/19/2014

    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) Granted pursuant to the Company's 2011 Key Employee Stock Option Plan.

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.