

ASTRONICS CORP  
Form 4  
December 31, 2014

**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 \*  
**DRENNING JOHN B**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**ASTRONICS CORP [ATRO]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**THE GUARANTY BUILDING, 140 PEARL ST., SUITE 100**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/29/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**BUFFALO, NY 14202-4040**  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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			
\$.01 PV Com Stk	12/29/2014		G	200 D	\$ 0 69,298	D	
\$.01 PV Cl B Stk					296,532	D	

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. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 2.87					08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000
Option	\$ 2.87					08/28/2005	02/28/2015	\$.01 PV Cl B Stk	5,108
Option	\$ 5.89					09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000
Option	\$ 5.89					09/06/2006	03/06/2016	\$.01 PV Cl B Stk	6,384
Option	\$ 7.73					09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000
Option	\$ 7.73					09/20/2007	03/20/2017	\$.01 PV Cl B Stk	6,384
Option	\$ 8.39					09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500
Option	\$ 8.39					09/20/2008	03/20/2018	\$.01 PV	3,193

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Option	\$ 4.06	09/05/2009	03/05/2019	CI B Stk \$.01 PV Com Stk	4,000
Option	\$ 4.06	09/05/2009	03/05/2019	CI B Stk \$.01 PV CI B Stk	3,286
Option	\$ 4.85	09/02/2010	03/02/2020	Com Stk \$.01 PV Com Stk	5,000
Option	\$ 4.85	09/02/2010	03/02/2020	CI B Stk \$.01 PV CI B Stk	4,108
Option	\$ 11.84	08/28/2011	02/28/2021	Com Stk \$.01 PV Com Stk	2,500
Option	\$ 11.84	08/28/2011	02/28/2021	CI B Stk \$.01 PV CI B Stk	2,054
Option	\$ 20.83	08/28/2012	02/28/2022	Com Stk \$.01 PV Com Stk	3,000
Option	\$ 20.83	08/28/2012	02/28/2022	CI B Stk \$.01 PV CI B Stk	1,968
Option	\$ 19.24	08/22/2013	02/22/2023	Com Stk \$.01 PV Com Stk	3,000
Option	\$ 19.24	08/22/2013	02/22/2023	CI B Stk \$.01 PV CI B Stk	1,320
Option	\$ 54.47	09/03/2014	03/03/2024	\$.01 PV Com Stk	2,000

Option	\$ 54.47	09/03/2014	03/03/2024	Stk \$.01 PV Cl B Stk	400
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENNING JOHN B THE GUARANTY BUILDING 140 PEARL ST., SUITE 100 BUFFALO, NY 14202-4040	X			

## Signatures

/s/David C. Burney as Power of Attorney for John B.  
Drenning

12/31/2014

\_\_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).

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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