

ASTRONICS CORP  
Form 4  
January 05, 2015

**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 \*  
**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
\$.01 PV Common Stock	01/02/2015		M		6,100	A	\$ 4.32 73,352
\$.01 PV Common Stock	01/02/2015		F		1,856	D	\$ 55.27 71,496
\$.01 PV Class B	01/02/2015		M		10,334	A	\$ 2.86 201,528

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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 of Derivative Security (Instr. 3)
				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 \$ 2
Option	\$ 2.86	01/02/2015		M		10,334	02/18/2006 02/18/2015	\$.01 PV Cl B Stk	10,334 \$ 2
Option	\$ 4.32	01/02/2015		M		6,100	12/13/2006 12/13/2015	\$.01 PV Com Stk	6,100 \$ 4
Option	\$ 4.32	01/02/2015		M		7,790	12/13/2006 12/13/2015	\$.01 PV Cl B Stk	7,790 \$ 4

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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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