

ASTRONICS CORP  
Form 4  
October 28, 2013

**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)  
10/25/2013

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           | 10/25/2013                           |  | G                              | 1,000 D \$ 0  | 65,678  | D  |   |
| \$.01 PV Class B Stock          |                                      |  |                                |   | 130,256   | D  |   |
| \$.01 PV Common Stock           |                                      |  |                                |   | 220   | I  | By Spouse <sup>(1)</sup>                              |
| \$.01 PV Class B Stock          |                                      |  |                                |   | 351   | I  | By Spouse <sup>(1)</sup>                              |

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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)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Option                                     | \$ 2.89  |                                      |  |                                |   | 02/19/2005   | 02/19/2014  | \$.01<br>PV<br>Com<br>Stk                  | 9,400                      |
| Option                                     | \$ 2.89  |                                      |  |                                |   | 02/19/2005   | 02/19/2014  | \$.01<br>PV<br>Cl B<br>Stk                 | 8,437                      |
| Option                                     | \$ 2.68  |                                      |  |                                |   | 12/14/2005   | 12/14/2014  | \$.01<br>PV<br>Com<br>Stk                  | 10,400                     |
| Option                                     | \$ 2.68  |                                      |  |                                |   | 12/14/2005   | 12/14/2014  | \$.01<br>PV<br>Cl B<br>Stk                 | 9,334                      |
| Option                                     | \$ 3.43  |                                      |  |                                |   | 02/18/2006   | 02/18/2015  | \$.01<br>PV<br>Com<br>Stk                  | 8,750                      |
| Option                                     | \$ 3.43  |                                      |  |                                |   | 02/18/2006   | 02/18/2015  | \$.01<br>PV<br>Cl B                        | 7,852                      |

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|        |          |            |            |                                   |        |
|--------|----------|------------|------------|-----------------------------------|--------|
| Option | \$ 5.18  | 12/13/2006 | 12/13/2015 | Stk<br>\$.01<br>PV<br>Com<br>Stk  | 6,100  |
| Option | \$ 5.18  | 12/13/2006 | 12/13/2015 | Stk<br>\$.01<br>PV<br>Cl B<br>Stk | 5,474  |
| Option | \$ 9.15  | 12/12/2007 | 12/12/2016 | Stk<br>\$.01<br>PV<br>Com<br>Stk  | 4,030  |
| Option | \$ 9.15  | 12/12/2007 | 12/12/2016 | Stk<br>\$.01<br>PV<br>Cl B<br>Stk | 3,615  |
| Option | \$ 20.98 | 12/19/2008 | 12/19/2017 | Stk<br>\$.01<br>PV<br>Com<br>Stk  | 2,010  |
| Option | \$ 20.98 | 12/19/2008 | 12/19/2017 | Stk<br>\$.01<br>PV<br>Cl B<br>Stk | 1,802  |
| Option | \$ 5.19  | 12/09/2009 | 12/09/2018 | Stk<br>\$.01<br>PV<br>Com<br>Stk  | 11,800 |
| Option | \$ 5.19  | 12/09/2009 | 12/09/2018 | Stk<br>\$.01<br>PV<br>Cl B<br>Stk | 6,112  |
| Option | \$ 5.18  | 12/03/2010 | 12/03/2019 | Stk<br>\$.01<br>PV<br>Com<br>Stk  | 11,750 |
| Option | \$ 5.18  | 12/03/2010 | 12/03/2019 | Stk<br>\$.01<br>PV<br>Cl B<br>Stk | 6,087  |
| Option | \$ 14.01 | 12/02/2011 | 12/02/2020 | Stk<br>\$.01<br>PV<br>Com<br>Stk  | 4,350  |

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|        |          |            |            |                             |       |
|--------|----------|------------|------------|-----------------------------|-------|
| Option | \$ 14.01 | 12/02/2011 | 12/02/2020 | \$ .01<br>PV<br>Cl B<br>Stk | 2,254 |
| Option | \$ 24.81 | 12/01/2012 | 12/01/2021 | \$ .01<br>PV<br>Com<br>Stk  | 3,200 |
| Option | \$ 24.81 | 12/01/2012 | 12/01/2021 | \$ .01<br>PV<br>Cl B<br>Stk | 1,216 |
| Option | \$ 16.79 | 11/29/2013 | 11/29/2022 | \$ .01<br>PV<br>Com<br>Stk  | 5,700 |
| Option | \$ 16.79 | 11/29/2013 | 11/29/2022 | \$ .01<br>PV<br>Cl B<br>Stk | 1,140 |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| KRAMER JAMES S<br>130 COMMERCE WAY<br>EAST AURORA, NY 14052 |               |           | VP Luminescent Systems, Inc. |       |

## Signatures

/s/David C. Burney, as Power of Attorney for James S.  
Kramer

10/28/2013

\_\_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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