

ASTRONICS CORP

Form 4

September 08, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PEABODY MARK

(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)
09/05/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP Astronics Advanced Electron

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(D)	Price
\$.01 PV Common Stock					22,433	D	
\$.01 PV Class B Stock	09/05/2014		J ⁽¹⁾		11,926	A	\$ 0 49,127

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

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information contained in this form are not
required to respond unless the form
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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 Deriva Security (Instr.
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Option	\$ 4.32							\$0.01 PV Com Stk	11,200
Option	\$ 4.32	09/05/2014		<u>J</u> (1)		4,250		\$0.01 PV Cl B Stk	14,302
Option	\$ 7.62							\$0.01 PV Com Stk	6,050
Option	\$ 7.62	09/05/2014		<u>J</u> (1)		2,296		\$0.01 PV Cl B Stk	7,726
Option	\$ 17.48							\$0.01 PV Com Stk	2,640
Option	\$ 17.48	09/05/2014		<u>J</u> (1)		1,002		\$0.01 PV Cl B Stk	3,371
Option	\$ 4.33							\$0.01 PV Com Stk	16,880
Option	\$ 4.33	09/05/2014		<u>J</u> (1)		5,125		\$0.01 PV Cl B Stk	13,869

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Option	\$ 4.32					12/03/2010	12/03/2019	\$.01 PV Com Stk	16,840	
Option	\$ 4.32	09/05/2014		<u>J⁽¹⁾</u>	5,113	12/03/2010	12/03/2019	\$.01 PV Cl B Stk	13,836	\$ 0
Option	\$ 11.67					12/02/2011	12/02/2020	\$.01 PV Com Stk	6,500	
Option	\$ 11.67	09/05/2014		<u>J⁽¹⁾</u>	1,973	12/02/2011	12/02/2020	\$.01 PV Cl B Stk	5,340	\$ 0
Option	\$ 20.68					12/01/2012	12/01/2021	\$.01 PV Com Stk	4,300	
Option	\$ 20.68	09/05/2014		<u>J⁽¹⁾</u>	1,187	12/01/2012	12/01/2021	\$.01 PV Cl B Stk	2,821	\$ 0
Option	\$ 13.99					11/29/2013	11/29/2022	\$.01 PV Com Stk	7,400	
Option	\$ 13.99	09/05/2014		J	1,776	11/29/2013	11/29/2022	\$.01 PV Cl B Stk	3,256	\$ 0
Option	\$ 43.28					12/11/2014	12/11/2023	\$.01 PV Com Stk	2,990	
Option	\$ 43.28	09/05/2014		<u>J⁽¹⁾</u>	598	12/11/2014	12/11/2023	\$.01 PV Cl B Stk	598	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

PEABODY MARK
130 COMMERCE WAY
EAST AURORA, NY 14052

VP Astronics Advanced Electron

Signatures

/s/David C. Burney, as Power of Attorney for Mark
Peabody

09/08/2014

__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) Shares issued pursuant to a one-for-five distribution of Class B stock to holders of both Common and Class B stock on the record date of September 5, 2014.

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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