

ASTRONICS CORP

Form 4

November 12, 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
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(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)
11/11/2014

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 below) ____ Other (specify below)

VP-FINANCE, CFO

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)
\$.01 PV COMMON STOCK	11/11/2014		S	4,000	D \$ 53.29	16,951	D
\$.01 PV CLASS B STOCK						57,610	D

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
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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 o Derivativ Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION	\$ 2.86					02/18/2006	02/18/2015	\$.01 PV COM STK	8,750	
OPTION	\$ 2.86					02/18/2006	02/18/2015	\$.01 PV Cl B Stk	11,174	
OPTION	\$ 4.32					12/13/2006	12/13/2015	\$.01 PV COM STK	6,900	
OPTION	\$ 4.32					12/13/2006	12/13/2015	\$.01 PV Cl B Stk	8,811	
OPTION	\$ 7.62					12/12/2007	12/12/2016	\$.01 PV COM STK	4,610	
OPTION	\$ 7.62					12/12/2007	12/12/2016	\$.01 PV Cl B Stk	5,887	
OPTION	\$ 17.48					12/19/2008	12/19/2017	\$.01 PV COM STK	2,210	
OPTION	\$ 17.48					12/19/2008	12/19/2017	\$.01 PV Cl B Stk	2,822	
OPTION	\$ 4.33					12/09/2009	12/09/2018	\$.01 PV COM	12,690	

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				STK	
				\$.01	
OPTION	\$ 4.33	12/09/2009	12/09/2018	PV CL B STK	10,426
				\$.01	
OPTION	\$ 4.32	12/03/2010	12/03/2019	PV COM STK	12,710
				\$.01	
OPTION	\$ 4.32	12/03/2010	12/03/2019	PV CL B STK	10,443
				\$.01	
OPTION	\$ 11.67	12/02/2011	12/02/2020	PV COM STK	5,000
				\$.01	
OPTION	\$ 11.67	12/02/2011	12/02/2020	PV CL B STK	4,108
				\$.01	
OPTION	\$ 20.68	12/01/2012	12/01/2021	PV COM STK	3,600
				\$.01	
OPTION	\$ 20.68	12/01/2012	12/01/2021	PV CL B STK	2,362
				\$.01	
OPTION	\$ 13.99	11/29/2013	11/29/2022	PV COM STK	6,400
				\$.01	
OPTION	\$ 13.99	11/29/2013	11/29/2022	PV CL B STK	2,816
				\$.01	
OPTION	\$ 43.28	12/11/2014	12/11/2023	PV COM STK	2,600
				\$.01	
Option	\$ 43.28	12/11/2014	12/11/2023	PV CL B STK	520

Reporting Owners

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

Signatures

/S/DAVID C.
BURNEY 11/12/2014

__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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