

ASTRONICS CORP

Form 4

August 27, 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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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KEANE KEVIN T

(Last) (First) (Middle)

1801 ELMWOOD AVE

(Street)

BUFFALO, NY 14207

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2014

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)

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 Com Stk	08/26/2014		M		30,000	A	\$ 11.18
\$.01 PV Com Stk	08/26/2014		M		18,916	A	\$ 0
\$.01 PV Cl B Stk	08/26/2014		M		18,916	A	\$ 9.62
\$.01 PV Cl B Stk	08/26/2014		M		18,916	D	\$ 0
\$.01 PV Com Stk					58,120	I	
					99,662	I	

By Spouse

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\$.01 PV
Cl B Stk

By Spouse
(1)

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

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SEC 1474
(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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 7.07	08/26/2014		M	5,000	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000	\$ 7.07
Option	\$ 7.07	08/26/2014		M	4,487	09/06/2006	03/06/2016	\$.01 PV Cl B Stk	4,487	\$ 7.07
Option	\$ 9.28	08/26/2014		M	5,000	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000	\$ 9.28
Option	\$ 9.28	08/26/2014		M	4,487	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	4,487	\$ 9.28
Option	\$ 10.08	08/26/2014		M	2,500	09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500	\$ 10.08
Option	\$ 10.08	08/26/2014		M	2,244	09/20/2008	03/20/2018	\$.01 PV Cl B	2,244	\$ 10.08

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Option	Exercise Price	Grant Date	Expiration Date	Exercise Type	Quantity	Acquired On	Acquired Through	Stk		
Option	\$ 4.88	08/26/2014		M	4,000	09/05/2009	03/05/2019	\$0.01 PV Com Stk	4,000	\$ 4.88
Option	\$ 4.88	08/26/2014		M	2,072	09/05/2009	03/05/2019	\$0.01 PV Cl B Stk	2,072	\$ 4.88
Option	\$ 5.82	08/26/2014		M	5,000	09/02/2010	03/02/2020	\$0.01 PV Com Stk	5,000	\$ 5.82
Option	\$ 5.82	08/26/2014		M	2,590	09/02/2010	03/02/2020	\$0.01 PV Cl B Stk	2,590	\$ 5.82
Option	\$ 14.2	08/26/2014		M	2,500	08/28/2011	02/28/2021	\$0.01 PV Com Stk	2,500	\$ 14.2
Option	\$ 14.2	08/26/2014		M	1,296	08/28/2011	02/28/2021	\$0.01 PV Cl B Stk	1,296	\$ 14.2
Option	\$ 24.99	08/26/2014		M	3,000	08/28/2012	02/28/2022	\$0.01 PV Com Stk	3,000	\$ 24.99
Option	\$ 24.99	08/26/2014		M	1,140	08/28/2012	02/28/2022	\$0.01 PV Cl B Stk	1,140	\$ 24.99
Option	\$ 23.08	08/26/2014		M	3,000	08/22/2013	02/22/2023	\$0.01 PV Com Stk	3,000	\$ 23.08
Option	\$ 23.08	08/26/2014		M	600	08/22/2013	02/22/2023	\$0.01 PV Cl B Stk	600	\$ 23.08
Option	\$ 65.36					09/03/2014	03/03/2024	\$0.01 PV Com Stk	2,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEANE KEVIN T 1801 ELMWOOD AVE BUFFALO, NY 14207	X	X		

Signatures

/s/David C. Burney, as Power of Attorney for Kevin T.
Keane

08/27/2014

__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) Mr. Keane disclaims any beneficial ownership in shares held 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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