

ASTRONICS CORP

Form 4

September 03, 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  
Estimated average  
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response... 0.5

(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)  
**09/02/2014**

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 Luminescent Systems, Inc.

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 | (A) or (D) | Price    |   |  |   |
| \$.01 PV Common Stock           | 09/02/2014                           |  | S                              |   | 3,000  | D          | \$ 63.73 | 66,699  | D  |   |
| \$.01 PV Class B Stock          |                                      |  |                                |   |        |            |          | 148,027   | D  |   |
| \$.01 PV Common Stock           |                                      |  |                                |   |        |            |          | 220   | I  | By Spouse <sup>(1)</sup>                              |
| \$.01 PV Class B                |                                      |  |                                |   |        |            |          | 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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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |                                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|-------------------------------------|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |   |
| Option  | \$ 3.43  |   |   |                                      |  | 02/18/2006   | 02/18/2015         | \$.01<br>PV<br>Com<br>Stk   | 4,550                               |   |
| Option  | \$ 3.43  |   |   |                                      |  | 02/18/2006   | 02/18/2015         | \$.01<br>PV<br>Cl B<br>Stk  | 7,852                               |   |
| Option  | \$ 5.18  |   |   |                                      |  | 12/13/2006   | 12/13/2015         | \$.01<br>PV<br>Com<br>Stk   | 6,100                               |   |
| Option  | \$ 5.18  |   |   |                                      |  | 12/13/2006   | 12/13/2015         | \$.01<br>PV<br>Cl B<br>Stk  | 5,474                               |   |
| Option  | \$ 9.15  |   |   |                                      |  | 12/12/2007   | 12/12/2016         | \$.01<br>PV<br>Com<br>Stk   | 4,030                               |   |
| Option  | \$ 9.15  |   |   |                                      |  | 12/12/2007   | 12/12/2016         | \$.01<br>PV<br>Cl B   | 3,615                               |   |

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|        |          |            |            |                   |        |  |
|--------|----------|------------|------------|-------------------|--------|--|
|        |          |            |            |                   | Stk    |  |
|        |          |            |            |                   | \$.01  |  |
| Option | \$ 20.98 | 12/19/2008 | 12/19/2017 | PV<br>Com<br>Stk  | 2,010  |  |
|        |          |            |            |                   | \$.01  |  |
| Option | \$ 20.98 | 12/19/2008 | 12/19/2017 | PV<br>Cl B<br>Stk | 1,802  |  |
|        |          |            |            |                   | \$.01  |  |
| Option | \$ 5.19  | 12/09/2009 | 12/09/2018 | PV<br>Com<br>Stk  | 11,800 |  |
|        |          |            |            |                   | \$.01  |  |
| Option | \$ 5.19  | 12/09/2009 | 12/09/2018 | PV<br>Cl B<br>Stk | 6,112  |  |
|        |          |            |            |                   | \$.01  |  |
| Option | \$ 5.18  | 12/03/2010 | 12/03/2019 | PV<br>Com<br>Stk  | 11,750 |  |
|        |          |            |            |                   | \$.01  |  |
| Option | \$ 5.18  | 12/03/2010 | 12/03/2019 | PV<br>Cl B<br>Stk | 6,087  |  |
|        |          |            |            |                   | \$.01  |  |
| Option | \$ 14.01 | 12/02/2011 | 12/02/2020 | PV<br>Com<br>Stk  | 4,350  |  |
|        |          |            |            |                   | \$.01  |  |
| Option | \$ 14.01 | 12/02/2011 | 12/02/2020 | PV<br>Cl B<br>Stk | 2,254  |  |
|        |          |            |            |                   | \$.01  |  |
| Option | \$ 24.81 | 12/01/2012 | 12/01/2021 | PV<br>Com<br>Stk  | 3,200  |  |
|        |          |            |            |                   | \$.01  |  |
| Option | \$ 24.81 | 12/01/2012 | 12/01/2021 | PV<br>Cl B<br>Stk | 1,216  |  |
|        |          |            |            |                   | \$.01  |  |
| Option | \$ 16.79 | 11/29/2013 | 11/29/2022 | 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 |
| Option | \$ 51.93 | 12/11/2014 | 12/11/2023 | \$ .01<br>PV<br>Com<br>Stk  | 2,330 |

## 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

09/03/2014

\_\_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. 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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