

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 *
DRENNING JOHN B

(Last) (First) (Middle)

THE GUARANTY BUILDING, 140
PEARL ST., SUITE 100

(Street)

BUFFALO, NY 14202-4040

(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
☐ 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)
				(A) or (D)	Price		
\$.01 PV Com Stk						74,498	D
\$.01 PV Cl B Stk	09/05/2014		J ⁽¹⁾	61,838	A \$ 0	296,532	D

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

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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. 3)		
				Code	V	(A)	(D)	Title	Amount or Number of Shares		
Option	\$ 2.87							08/28/2005 02/28/2015	\$0.01 PV Com Stk	4,000	
Option	\$ 2.87	09/05/2014		<u>J</u> ⁽¹⁾		1,518		08/28/2005 02/28/2015	\$0.01 PV Cl B Stk	5,108	\$ 0
Option	\$ 5.89							09/06/2006 03/06/2016	\$0.01 PV Com Stk	5,000	
Option	\$ 5.89	09/05/2014		<u>J</u> ⁽¹⁾		1,897		09/06/2006 03/06/2016	\$0.01 PV Cl B Stk	6,384	\$ 0
Option	\$ 7.73							09/20/2007 03/20/2017	\$0.01 PV Com Stk	5,000	
Option	\$ 7.73	09/05/2014		<u>J</u> ⁽¹⁾		1,897		09/20/2007 03/20/2017	\$0.01 PV Cl B Stk	6,384	\$ 0
Option	\$ 8.39							09/20/2008 03/20/2018	\$0.01 PV Com Stk	2,500	
Option	\$ 8.39	09/05/2014		<u>J</u> ⁽¹⁾		949		09/20/2008 03/20/2018	\$0.01 PV Cl B Stk	3,193	\$ 0

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Option	\$ 4.06					09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000	
Option	\$ 4.06	09/05/2014		<u>J⁽¹⁾</u>	1,214	09/05/2009	03/05/2019	\$.01 PV Cl B Stk	3,286	\$ 0
Option	\$ 4.85					09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000	
Option	\$ 4.85	09/05/2014		<u>J⁽¹⁾</u>	1,518	09/02/2010	03/02/2020	\$.01 PV Cl B Stk	4,108	\$ 0
Option	\$ 11.84					08/28/2011	02/28/2021	\$.01 PV Com Stk	2,500	
Option	\$ 11.84	09/05/2014		<u>J⁽¹⁾</u>	759	08/28/2011	02/28/2021	\$.01 PV Cl B Stk	2,054	\$ 0
Option	\$ 20.83					08/28/2012	02/28/2022	\$.01 PV Com Stk	3,000	
Option	\$ 20.83	09/05/2014		<u>J⁽¹⁾</u>	828	08/28/2012	02/28/2022	\$.01 PV Cl B Stk	1,968	\$ 0
Option	\$ 19.24					08/22/2013	02/22/2023	\$.01 PV Com Stk	3,000	
Option	\$ 19.24	09/05/2014		<u>J⁽¹⁾</u>	720	08/22/2013	02/22/2023	\$.01 PV Cl B Stk	1,320	\$ 0
Option	\$ 54.47					09/03/2014	03/03/2024	\$.01 PV Com Stk	2,000	
Option	\$ 54.47	09/05/2014		<u>J⁽¹⁾</u>	400	09/03/2014	03/03/2024		400	\$ 0

\$.01
PV
Cl B
Stk

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DRENNING JOHN B THE GUARANTY BUILDING 140 PEARL ST., SUITE 100 BUFFALO, NY 14202-4040	X

Signatures

/s/David C. Burney as Power of Attorney for John B.
Drenning

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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