

ASTRONICS CORP

Form 4

November 20, 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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**11/19/2014**

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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
\$.01 PV Common Stock	11/19/2014		M		11,200	A	\$ 4.32	34,136	D
\$.01 PV Class B Stock	11/19/2014		M		14,302	A	\$ 4.32	63,651	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. Pri Deriv Secur (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 4.32	11/19/2014		M	11,200	12/13/2006	12/13/2015	\$01 PV Com Stk	11,200	\$ 4
Option	\$ 4.32	11/19/2014		M	14,302	12/13/2006	12/13/2015	\$01 PV Cl B Stk	14,302	\$ 4
Option	\$ 7.62					12/12/2007	12/12/2016	\$01 PV Com Stk	6,050	
Option	\$ 7.62					12/12/2007	12/12/2016	\$01 PV Cl B Stk	7,726	
Option	\$ 17.48					12/19/2008	12/19/2017	\$01 PV Com Stk	2,640	
Option	\$ 17.48					12/19/2008	12/19/2017	\$01 PV Cl B Stk	3,371	
Option	\$ 4.33					12/09/2009	12/09/2018	\$01 PV Com Stk	16,880	
Option	\$ 4.33					12/09/2009	12/09/2018	\$01 PV Cl B Stk	13,869	
Option	\$ 4.32					12/03/2010	12/03/2019		16,840	

						\$ .01 PV Com Stk	
Option	\$ 4.32			12/03/2010	12/03/2019	\$ .01 PV Cl B Stk	13,836
Option	\$ 11.67			12/02/2011	12/02/2020	\$ .01 PV Com Stk	6,500
Option	\$ 11.67			12/02/2011	12/02/2020	\$ .01 PV Cl B Stk	5,340
Option	\$ 20.68			12/01/2012	12/01/2021	\$ .01 PV Com Stk	4,300
Option	\$ 20.68			12/01/2012	12/01/2021	\$ .01 PV Cl B Stk	2,821
Option	\$ 13.99			11/29/2013	11/29/2022	\$ .01 PV Com Stk	7,400
Option	\$ 13.99			11/29/2013	11/29/2022	\$ .01 PV Cl B Stk	3,256
Option	\$ 43.28			12/11/2014	12/11/2023	\$ .01 PV Com Stk	2,990
Option	\$ 43.28			12/11/2014	12/11/2023	\$ .01 PV Cl B Stk	598

## 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

11/20/2014

\_\_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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