ASTRONICS CORP
Form 4
February 19, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRADY ROBERT T

(Last) (First) (Middle)

286 GREENWOOD CT

(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)
02/17/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 Com Stk	02/17/2014		M		369	D	$ 59.43	4,781	D	
$.01 PV Com Stk	02/17/2014		M		4,000	A	$ 2.89	8,781	D	
$.01 PV Cl B Stk	02/17/2014		M(1)		3,590	A	$ 2.89	61,910	D	

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

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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 Derivat Securit (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	$ 2.89	02/17/2014		M			4,000	08/19/2004	02/19/2014	$.01 PV Com Stk	4,000	$ 2.8
Option	$ 2.89	02/17/2014		M			3,590	08/19/2004	02/19/2014	$.01 PV Cl B Stk	3,590	$ 2.8
Option	$ 3.45							08/28/2005	02/28/2015	$.01 PV Com Stk	4,000	
Option	$ 3.45							08/28/2005	02/28/2015	$.01 PV Cl B Stk	3,590	
Option	$ 7.07							09/06/2006	03/06/2016	$.01 PV Com Stk	5,000	
Option	$ 7.07							09/06/2006	03/06/2016	$.01 PV Cl B Stk	4,487	
Option	$ 9.28							09/20/2007	03/20/2017	$.01 PV Com Stk	5,000	
Option	$ 9.28							09/20/2007	03/20/2017	$.01 PV Cl B Stk	4,487	

Option	$ 10.08		09/20/2008	03/20/2018	$.01 PV Com Stk	2,500
Option	$ 10.08		09/20/2008	03/20/2018	$.01 PV Cl B Stk	2,244
Option	$ 4.88		09/05/2009	03/05/2019	$.01 PV Com Stk	4,000
Option	$ 4.88		09/05/2009	03/05/2019	$.01 PV Cl B Stk	2,072
Option	$ 5.82		09/02/2010	03/02/2020	$.01 PV Com Stk	5,000
Option	$ 5.82		09/02/2010	03/02/2020	$.01 PV Cl B Stk	2,590
Option	$ 14.2		08/28/2011	02/28/2021	$.01 PV Com Stk	2,500
Option	$ 14.2		08/28/2011	02/28/2021	$.01 PV Cl B Stk	1,296
Option	$ 24.99		08/28/2012	02/28/2022	$.01 PV Com Stk	3,000
Option	$ 24.99		08/28/2012	02/28/2022	$.01 PV Cl B Stk	1,140
Option	$ 23.08		08/22/2013	02/22/2023	$.01 Com Stk	3,000
Option	$ 23.08		08/22/2013	02/22/2023	$.01 PV	600

Cl B
Stk

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADY ROBERT T 286 GREENWOOD CT EAST AURORA, NY 14052	X			

Signatures

/s/David C. Burney as Power of Attorney for Robert T. Brady — 02/19/2014

**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 October 10, 2013.

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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