

ASTRONICS CORP

Form 4

December 15, 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
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(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)
12/11/2014

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 (D) Price			
\$.01 PV Common Stock					62,702	D	
\$.01 PV Class B Stock					191,194	D	
\$.01 PV Common Stock					220	I	By Spouse (1)
\$.01 PV Class B					465	I	By Spouse (1)

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Option	\$ 17.48	12/19/2008	12/19/2017	\$.01 PV Com Stk	2,010
Option	\$ 17.48	12/19/2008	12/19/2017	\$.01 PV Cl B Stk	2,567
Option	\$ 4.33	12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800
Option	\$ 4.33	12/09/2009	12/09/2018	\$.01 PV Cl B Stk	9,695
Option	\$ 4.32	12/03/2010	12/03/2019	\$.01 PV Com Stk	11,750
Option	\$ 4.32	12/03/2010	12/03/2019	\$.01 PV Cl B Stk	9,654
Option	\$ 11.67	12/02/2011	12/02/2020	\$.01 PV Com Stk	4,350
Option	\$ 11.67	12/02/2011	12/02/2020	\$.01 PV Cl B Stk	3,574
Option	\$ 20.68	12/01/2012	12/01/2021	\$.01 PV Com Stk	3,200
Option	\$ 20.68	12/01/2012	12/01/2021	\$.01 PV Cl B Stk	2,099
Option	\$ 13.99	11/29/2013	11/29/2022	\$.01 PV Com Stk	5,700
Option	\$ 13.99	11/29/2013	11/29/2022		2,508

									\$.01 PV Cl B Stk		
Option	\$ 43.28					12/11/2014	12/11/2023		\$.01 PV Com Stk	2,330	
Option	\$ 43.28					12/11/2014	12/11/2023		\$.01 PV Cl B Stk	466	
Option	\$ 46.89	12/11/2014	A ⁽²⁾	2,720		12/11/2015	12/11/2024		\$.01 PV Com Stk	2,720	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER JAMES S 130 COMMERCE WAY EAST AURORA, NY 14052			VP Luminescent Systems, Inc.	

Signatures

/s/David C. Burney, as Power of Attorney for James S. Kramer

12/15/2014

****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.
- (2) Granted pursuant to the Company's 2011 Key Employee Stock Option Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.