

ASTRONICS CORP  
Form 4  
December 12, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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

(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)  
**12/11/2013**

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)

VP Luminescent Systems, Inc.

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
\$.01 PV Common Stock					65,678	D	
\$.01 PV Class B Stock					130,256	D	
\$.01 PV Common Stock					220	I	By Spouse <sup>(1)</sup>
\$.01 PV Class B Stock					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 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 (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 or Derivative Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 2.89							02/19/2005	02/19/2014	\$.01 PV Com Stk	9,400
Option	\$ 2.89							02/19/2005	02/19/2014	\$.01 PV Cl B Stk	8,437
Option	\$ 2.68							12/14/2005	12/14/2014	\$.01 PV Com Stk	10,400
Option	\$ 2.68							12/14/2005	12/14/2014	\$.01 PV Cl B Stk	9,334
Option	\$ 3.43							02/18/2006	02/18/2015	\$.01 PV Com Stk	8,750
Option	\$ 3.43							02/18/2006	02/18/2015	\$.01 PV Cl B Stk	7,852

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Option	\$ 5.18	12/13/2006	12/13/2015	\$ .01 PV Com Stk	6,100
Option	\$ 5.18	12/13/2006	12/13/2015	\$ .01 PV Cl B Stk	5,474
Option	\$ 9.15	12/12/2007	12/12/2016	\$ .01 PV Com Stk	4,030
Option	\$ 9.15	12/12/2007	12/12/2016	\$ .01 PV Cl B Stk	3,615
Option	\$ 20.98	12/19/2008	12/19/2017	\$ .01 PV Com Stk	2,010
Option	\$ 20.98	12/19/2008	12/19/2017	\$ .01 PV Cl B Stk	1,802
Option	\$ 5.19	12/09/2009	12/09/2018	\$ .01 PV Com Stk	11,800
Option	\$ 5.19	12/09/2009	12/09/2018	\$ .01 PV Cl B Stk	6,112
Option	\$ 5.18	12/03/2010	12/03/2019	\$ .01 PV Com Stk	11,750
Option	\$ 5.18	12/03/2010	12/03/2019	\$ .01 PV Cl B Stk	6,087
Option	\$ 14.01	12/02/2011	12/02/2020	\$ .01 PV Com Stk	4,350
Option	\$ 14.01	12/02/2011	12/02/2020		2,254

Option	\$ 24.81					12/01/2012	12/01/2021			\$ .01 PV Cl B Stk	3,200	
Option	\$ 24.81					12/01/2012	12/01/2021			\$ .01 PV Cl B Stk	1,216	
Option	\$ 16.79					11/29/2013	11/29/2022			\$ .01 PV Com Stk	5,700	
Option	\$ 16.79					11/29/2013	11/29/2022			\$ .01 PV Cl B Stk	1,140	
Option	\$ 51.93	12/11/2013		A <sup>(2)</sup>	2,330	12/11/2014	12/11/2023			\$ .01 PV Com Stk	2,330	\$ 51

## 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

12/12/2013

\*\*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.

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