

ASTRONICS CORP
Form 4
February 20, 2014

FORM 4

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

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).

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 *
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)
12/30/2013

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 Astronics Advanced Electron

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)
			Code	V Amount (A) or (D) Price			
\$.01 PV Common Stock	12/30/2013		M	1,400 A \$ 3.43	23,472	D	
\$.01 PV Class B Stock					23,738	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 Derivative Security (Instr. 3)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Option	\$ 3.43	12/30/2013		M		1,400		PV Com Stk	15,000	\$ 3.43
Option	\$ 3.43							PV Cl B Stk	13,463	
Option	\$ 5.18							PV Com Stk	11,200	
Option	\$ 5.18							PV Cl B Stk	10,052	
Option	\$ 9.15							PV Com Stk	6,050	
Option	\$ 9.15							PV Cl B Stk	5,430	
Option	\$ 20.98							PV Com Stk	2,640	
Option	\$ 20.98							PV Cl B Stk	2,370	

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Option	\$ 5.19	12/09/2009	12/09/2018	\$.01 PV Com Stk	16,880
Option	\$ 5.19	12/09/2009	12/09/2018	\$.01 PV Cl B Stk	8,744
Option	\$ 5.18	12/03/2010	12/03/2019	\$.01 PV Com Stk	16,840
Option	\$ 5.18	12/03/2010	12/03/2019	\$.01 PV Cl B Stk	8,724
Option	\$ 14.01	12/02/2011	12/02/2020	\$.01 PV Com Stk	6,500
Option	\$ 14.01	12/02/2011	12/02/2020	\$.01 PV Cl B Stk	3,368
Option	\$ 24.81	12/01/2012	12/01/2021	\$.01 PV Com Stk	4,300
Option	\$ 24.81	12/01/2012	12/01/2021	\$.01 PV Cl B Stk	1,634
Option	\$ 16.79	11/29/2013	11/29/2022	\$.01 PV Com Stk	7,400
Option	\$ 16.79	11/29/2013	11/29/2022	\$.01 PV Cl B Stk	1,480
Option	\$ 51.93	12/11/2014	12/11/2023	\$.01 PV Com Stk	2,990

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	02/20/2014
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__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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