

ASTRONICS CORP
 Form 4
 November 12, 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 *
BURNEY DAVID C

(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)
11/11/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP-FINANCE, CFO

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 (D) Price			
\$.01 PV COMMON STOCK	11/11/2014		S	4,000 D \$ 53.29	16,951	D	
\$.01 PV CLASS B STOCK					57,610	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. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 2.86					02/18/2006	02/18/2015	\$.01 PV COM STK	8,750
OPTION	\$ 2.86					02/18/2006	02/18/2015	\$.01 PV Cl B Stk	11,174
OPTION	\$ 4.32					12/13/2006	12/13/2015	\$.01 PV COM STK	6,900
OPTION	\$ 4.32					12/13/2006	12/13/2015	\$.01 PV Cl B Stk	8,811
OPTION	\$ 7.62					12/12/2007	12/12/2016	\$.01 PV COM STK	4,610
OPTION	\$ 7.62					12/12/2007	12/12/2016	\$.01 PV Cl B Stk	5,887
OPTION	\$ 17.48					12/19/2008	12/19/2017	\$.01 PV COM STK	2,210
OPTION	\$ 17.48					12/19/2008	12/19/2017	\$.01 PV Cl B Stk	2,822
OPTION	\$ 4.33					12/09/2009	12/09/2018	\$.01 PV COM	12,690

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OPTION	\$ 4.33	12/09/2009	12/09/2018	STK \$.01 PV CL B STK	10,426
OPTION	\$ 4.32	12/03/2010	12/03/2019	STK \$.01 PV COM STK	12,710
OPTION	\$ 4.32	12/03/2010	12/03/2019	STK \$.01 PV CL B STK	10,443
OPTION	\$ 11.67	12/02/2011	12/02/2020	STK \$.01 PV COM STK	5,000
OPTION	\$ 11.67	12/02/2011	12/02/2020	STK \$.01 PV CL B STK	4,108
OPTION	\$ 20.68	12/01/2012	12/01/2021	STK \$.01 PV COM STK	3,600
OPTION	\$ 20.68	12/01/2012	12/01/2021	STK \$.01 PV CL B STK	2,362
OPTION	\$ 13.99	11/29/2013	11/29/2022	STK \$.01 PV COM STK	6,400
OPTION	\$ 13.99	11/29/2013	11/29/2022	STK \$.01 PV CL B STK	2,816
OPTION	\$ 43.28	12/11/2014	12/11/2023	STK \$.01 PV COM STK	2,600
Option	\$ 43.28	12/11/2014	12/11/2023	STK \$.01 PV CL B STK	520

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 130 COMMERCE WAY EAST AURORA, NY 14052			VP-FINANCE, CFO	

Signatures

/S/DAVID C.
BURNEY

11/12/2014

__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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