

ASTRONICS CORP  
Form 4  
October 11, 2013

**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 \*  
**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)  
**10/10/2013**

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)
			Code	V	Amount	(D)	Price
\$.01 PV Common Stock					66,678	D	
\$.01 PV Class B Stock	10/10/2013		J <sup>(1)</sup>		32,822	A	\$ 0 130,256
\$.01 PV Common Stock					220	I	By Spouse <sup>(2)</sup>
\$.01 PV Class B Stock	10/10/2013		J <sup>(1)</sup>		95	A	\$ 0 351
						I	By Spouse <sup>(2)</sup>

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Stock

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

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

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(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 of Derivative Security (Instr. 3)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Option	\$ 2.89							PV Com Stk	9,400	
Option	\$ 2.89	10/10/2013		J <sup>(1)</sup>		2,973		PV Cl B Stk	8,437	\$ 2.
Option	\$ 2.68							PV Com Stk	10,400	
Option	\$ 2.68	10/10/2013		J <sup>(1)</sup>		3,289		PV Cl B Stk	9,334	\$ 2.
Option	\$ 3.43							PV Com Stk	8,750	
Option	\$ 3.43	10/10/2013		J <sup>(1)</sup>		2,767		PV Cl B Stk	7,852	\$ 3.

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Option	\$ 5.18					12/13/2006	12/13/2015	\$ .01 PV Com Stk	6,100	
Option	\$ 5.18	10/10/2013		<u>J<sup>(1)</sup></u>	1,929	12/13/2006	12/13/2015	\$ .01 PV Cl B Stk	5,474	\$ 5.
Option	\$ 9.15					12/12/2007	12/12/2016	\$ .01 PV Com Stk	4,030	
Option	\$ 9.15	10/10/2013		<u>J<sup>(1)</sup></u>	1,274	12/12/2007	12/12/2016	\$ .01 PV Cl B Stk	3,615	\$ 9.
Option	\$ 20.98					12/19/2008	12/19/2017	\$ .01 PV Com Stk	2,010	
Option	\$ 20.98	10/10/2013		<u>J<sup>(1)</sup></u>	635	12/19/2008	12/19/2017	\$ .01 PV Cl B Stk	1,802	\$ 20
Option	\$ 5.19					12/09/2009	12/09/2018	\$ .01 PV Com Stk	11,800	
Option	\$ 5.19	10/10/2013		<u>J<sup>(1)</sup></u>	2,985	12/09/2009	12/09/2018	\$ .01 PV Cl B Stk	6,112	\$ 5.
Option	\$ 5.18					12/03/2010	12/03/2019	\$ .01 PV Com Stk	11,750	
Option	\$ 5.18	10/10/2013		<u>J<sup>(1)</sup></u>	2,973	12/03/2010	12/03/2019	\$ .01 PV Cl B Stk	6,087	\$ 5.
Option	\$ 14.01					12/02/2011	12/02/2020	\$ .01 PV Com Stk	4,350	
Option	\$ 14.01	10/10/2013		<u>J<sup>(1)</sup></u>	1,101	12/02/2011	12/02/2020		2,254	\$ 14

