ASTRONICS CORP

Form 4 March 07, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number: January 31, Expires:

2005 Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 See Instruction

2. Issuer Name and Ticker or Trading

ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction

Symbol

(Middle)

1(b).

(Last)

(Print or Type Responses)

MCKENNA ROBERT J

1. Name and Address of Reporting Person *

(First)

38 QUARTERMASTER DRIVE			nth/Day/Year 05/2014)			X Director Officer (gi below)		0% Owner ther (specify		
	(Street)		Amendment,	Č	nal			6. Individual or Joint/Group Filing(Check			
SALEM,	SC 29676	Filec	(Month/Day/Y	'ear)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	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	Code	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
\$.01 PV Com Stk	03/05/2014		M	2,520	D	\$ 71.96	25	I	Robert J McKenna Revocable Trust (1)		
\$.01 PV Com Stk	03/05/2014		M	4,000	A	\$ 3.45	4,025	I	Robert J McKenna Revocable Trust (1)		
\$.01 PV Com Stk	03/05/2014		M	5,000	A	\$ 7.07	9,025	I	Robert J McKenna Revocable Trust (1)		

\$.01 PV Com Stk	03/05/2014	M	5,000	A	\$ 9.28	14,025	I	Robert J McKenna Revocable Trust (1)
\$.01 PV Com Stk	03/05/2014	J	12,564	A	\$ 0	26,589	I	Robert J McKenna Revocable Trust (1)
\$.01 PV Cl B Stk	03/05/2014	M	3,590	A	\$ 3.45	3,590	I	Robert J McKenna Revocable Trust (1)
\$.01 PV Cl B Stk	03/05/2014	M	4,487	A	\$ 7.07	8,077	I	Robert J McKenna Revocable Trust (1)
\$.01 PV Cl B Stk	03/05/2014	M	4,487	A	\$ 9.28	12,564	I	Robert J McKenna Revocable Trust (1)
\$.01 PV Cl B Stk	03/05/2014	J	12,564	D	\$ 0	0	I	Robert J McKenna Revocable Trust (1)

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)

Security or (Instr. 3) Pr		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number op Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivar Securit (Instr. :
Option	\$ 3.45	03/05/2014		Code V	(A)	(D) 4,000	Date Exercisable	Expiration Date 02/28/2015	Title	Amount or Number of Shares 4,000	\$ 3.4

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							\$.01 PV Com Stk	
Option	\$ 3.45	03/05/2014	M	3,590	08/28/2005	02/28/2015	\$.01 PV Cl B Stk	3,590
Option	\$ 7.07	03/05/2014	M	5,000	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000
Option	\$ 7.07	03/05/2014	M	4,487	09/06/2006	03/06/2016	\$.01 PV Cl B Stk	4,487
Option	\$ 9.28	03/05/2014	M	5,000	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000
Option	\$ 9.28	03/05/2014	M	4,487	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	4,487
Option	\$ 10.08				09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500
Option	\$ 10.08				09/20/2008	03/20/2018	\$.01 PV Cl B Stk	2,244
Option	\$ 4.88				09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000
Option	\$ 4.88				09/05/2009	03/05/2019	\$.01 PV Cl B Stk	2,072
Option	\$ 5.82				09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000
Option	\$ 5.82				09/02/2010	03/02/2020		2,590

\$ 3.4

\$ 7.

\$ 7.

\$ 9.

\$ 9.

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				\$.01 PV Cl B Stk	
Option	\$ 14.2	08/28/2011	02/28/2021	\$.01 PV Com Stk	2,500
Option	\$ 14.2	08/28/2011	02/28/2021	\$.01 PV Cl B Stk	1,296
Option	\$ 24.99	08/28/2012	02/28/2022	\$.01 PV Com Stk	3,000
Option	\$ 24.99	08/28/2012	02/28/2022	\$.01 PV Cl B Stk	1,140
Option	\$ 23.08	08/22/2013	02/22/2023	\$.01 PV Com Stk	3,000
Option	\$ 23.08	08/22/2013	02/22/2023	\$.01 PV Cl B Stk	600
Option	\$ 65.36	09/03/2014	03/03/2024	\$.01 PV Com Stk	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
MCKENNA ROBERT J								
38 QUARTERMASTER DRIVE	X							
SALEM, SC 29676								

Signatures

/s/David C. Burney as Power of Attorney for Robert J.

**Signature of Reporting Person

McKenna 03/07/2014

Reporting Owners 4

Date

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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) Represents shares held by the Robert J. McKenna Revocable Trust. The beneficiaries of the trust are the reporting persons immediate family. The reporting person serves as one of two trustees and shares voting and investment power.

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.