ASTRONICS CORP

Form 4 June 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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January 31, Expires: 2005

OMB APPROVAL

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Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PEABODY MARK Issuer Symbol ASTRONICS CORP [ATRO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 130 COMMERCE WAY 06/02/2014 below) VP Astronics Advanced Electron (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

EAST AURORA, NY 14052

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securitin(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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
\$.01 PV Common Stock	06/02/2014				. ,		32,967	D	
\$.01 PV Class B Stock	06/02/2014		M	13,463	A	\$ 3.43	37,201	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Code	5. Number of actionDerivative Securities 8) 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. Pri Deriv Secur (Instr
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 3.43	06/02/2014		M		13,600	02/18/2006	02/18/2015	\$.01 PV Com Stk	13,600	\$ 3
Option	\$ 3.43	06/02/2014		M		13,463	02/18/2006	02/18/2015	\$.01 PV Cl B Stk	13,463	\$ 3
Option	\$ 5.18						12/13/2006	12/13/2015	\$.01 PV Com Stk	11,200	
Option	\$ 5.18						12/13/2006	12/13/2015	\$.01 PV Cl B Stk	10,052	
Option	\$ 9.15						12/12/2007	12/12/2016	\$.01 PV Com Stk	6,050	
Option	\$ 9.15						12/12/2007	12/12/2016	\$.01 PV Cl B Stk	5,430	
Option	\$ 20.98						12/19/2008	12/19/2017	\$.01 PV Com Stk	2,640	
Option	\$ 20.98						12/19/2008	12/19/2017	\$.01 PV Cl B Stk	2,370	
Option	\$ 5.19						12/09/2009	12/09/2018		16,880	

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				\$.01 PV Com Stk	
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

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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

06/03/2014

Date

**Signature of Reporting Person

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. 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.

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