

ASTRONICS CORP

Form 4

August 27, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2015

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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 *
KEANE KEVIN T

2. Issuer Name **and** Ticker or Trading
Symbol
ASTRONICS CORP [ATRO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1801 ELMWOOD AVE

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2014

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

BUFFALO, NY 14207

☒ 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)	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 Com Stk	08/26/2014		M		30,000	A	\$ 11.18
\$.01 PV Com Stk	08/26/2014		M		18,916	A	\$ 0
\$.01 PV Cl B Stk	08/26/2014		M		18,916	A	\$ 9.62
\$.01 PV Cl B Stk	08/26/2014		M		18,916	D	\$ 0
\$.01 PV Com Stk					58,120	I	
					99,662	I	

By Spouse

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\$.01 PV
Cl B Stk

By Spouse
(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)

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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 7.07	08/26/2014		M	5,000	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000	\$ 7.07
Option	\$ 7.07	08/26/2014		M	4,487	09/06/2006	03/06/2016	\$.01 PV Cl B Stk	4,487	\$ 7.07
Option	\$ 9.28	08/26/2014		M	5,000	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000	\$ 9.28
Option	\$ 9.28	08/26/2014		M	4,487	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	4,487	\$ 9.28
Option	\$ 10.08	08/26/2014		M	2,500	09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500	\$ 10.08
Option	\$ 10.08	08/26/2014		M	2,244	09/20/2008	03/20/2018	\$.01 PV Cl B	2,244	\$ 10.08

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								Stk
Option	\$ 4.88	08/26/2014	M	4,000	09/05/2009	03/05/2019	PV Com Stk	4,000
Option	\$ 4.88	08/26/2014	M	2,072	09/05/2009	03/05/2019	PV Cl B Stk	2,072
Option	\$ 5.82	08/26/2014	M	5,000	09/02/2010	03/02/2020	PV Com Stk	5,000
Option	\$ 5.82	08/26/2014	M	2,590	09/02/2010	03/02/2020	PV Cl B Stk	2,590
Option	\$ 14.2	08/26/2014	M	2,500	08/28/2011	02/28/2021	PV Com Stk	2,500
Option	\$ 14.2	08/26/2014	M	1,296	08/28/2011	02/28/2021	PV Cl B Stk	1,296
Option	\$ 24.99	08/26/2014	M	3,000	08/28/2012	02/28/2022	PV Com Stk	3,000
Option	\$ 24.99	08/26/2014	M	1,140	08/28/2012	02/28/2022	PV Cl B Stk	1,140
Option	\$ 23.08	08/26/2014	M	3,000	08/22/2013	02/22/2023	PV Com Stk	3,000
Option	\$ 23.08	08/26/2014	M	600	08/22/2013	02/22/2023	PV Cl B Stk	600
Option	\$ 65.36				09/03/2014	03/03/2024	PV Com Stk	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEANE KEVIN T 1801 ELMWOOD AVE BUFFALO, NY 14207	X	X		

Signatures

/s/David C. Burney, as Power of Attorney for Kevin T.
Keane

08/27/2014

__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).

(1) Mr. Keane disclaims any beneficial ownership in shares held by his wife.

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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