

ASTRONICS CORP

Form 4

August 27, 2014

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**08/26/2014**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

VP-FINANCE, CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV COMMON STOCK	08/26/2014		S		3,200	D	\$ 63.5235
\$.01 PV CLASS B STOCK							43,082

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	\$ 3.43							02/18/2006	02/18/2015	\$.01 PV COM STK	8,750	
OPTION	\$ 3.43							02/18/2006	02/18/2015	\$.01 PV Cl B Stk	7,853	
OPTION	\$ 5.18							12/13/2006	12/13/2015	\$.01 PV COM STK	6,900	
OPTION	\$ 5.18							12/13/2006	12/13/2015	\$.01 PV Cl B Stk	6,192	
OPTION	\$ 9.15							12/12/2007	12/12/2016	\$.01 PV COM STK	4,610	
OPTION	\$ 9.15							12/12/2007	12/12/2016	\$.01 PV Cl B Stk	4,138	
OPTION	\$ 20.98							12/19/2008	12/19/2017	\$.01 PV COM STK	2,210	
OPTION	\$ 20.98							12/19/2008	12/19/2017	\$.01 PV Cl B Stk	1,984	
OPTION	\$ 5.19							12/09/2009	12/09/2018	\$.01 PV COM	12,690	

				STK	
				\$.01	
OPTION	\$ 5.19	12/09/2009	12/09/2018	PV	6,574
				CL B	
				STK	
				\$.01	
OPTION	\$ 5.18	12/03/2010	12/03/2019	PV	12,710
				COM	
				STK	
				\$.01	
OPTION	\$ 5.18	12/03/2010	12/03/2019	PV	6,584
				CL B	
				STK	
				\$.01	
OPTION	\$ 14.01	12/02/2011	12/02/2020	PV	5,000
				COM	
				STK	
				\$.01	
OPTION	\$ 14.01	12/02/2011	12/02/2020	PV	2,590
				CL B	
				STK	
				\$.01	
OPTION	\$ 24.81	12/01/2012	12/01/2021	PV	3,600
				COM	
				STK	
				\$.01	
OPTION	\$ 24.81	12/01/2012	12/01/2021	PV	1,368
				CL B	
				STK	
				\$.01	
OPTION	\$ 16.79	11/29/2013	11/29/2022	PV	6,400
				COM	
				STK	
				\$.01	
OPTION	\$ 16.79	11/29/2013	11/29/2022	PV	1,280
				CL B	
				STK	
				\$.01	
OPTION	\$ 51.93	12/11/2014	12/11/2023	PV	2,600
				COM	
				STK	

## Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director      10% Owner      Officer      Other

BURNEY DAVID C  
130 COMMERCE WAY  
EAST AURORA, NY 14052

VP-FINANCE,  
CFO

## Signatures

/S/DAVID C.  
BURNEY

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).

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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