

ASTRONICS CORP
Form 4
November 20, 2014

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 *
PEABODY MARK

(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)
11/19/2014

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 Astronics Advanced Electron

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 (A) or (D) Price		
\$.01 PV Common Stock	11/19/2014		M		11,200 A \$ 4.32	34,136	D
\$.01 PV Class B Stock	11/19/2014		M		14,302 A \$ 4.32	63,651	D

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

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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. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 4.32	11/19/2014		M		11,200		12/13/2006	12/13/2015	\$01 PV Com Stk	11,200	\$ 4.32
Option	\$ 4.32	11/19/2014		M		14,302		12/13/2006	12/13/2015	\$01 PV Cl B Stk	14,302	\$ 4.32
Option	\$ 7.62							12/12/2007	12/12/2016	\$01 PV Com Stk	6,050	
Option	\$ 7.62							12/12/2007	12/12/2016	\$01 PV Cl B Stk	7,726	
Option	\$ 17.48							12/19/2008	12/19/2017	\$01 PV Com Stk	2,640	
Option	\$ 17.48							12/19/2008	12/19/2017	\$01 PV Cl B Stk	3,371	
Option	\$ 4.33							12/09/2009	12/09/2018	\$01 PV Com Stk	16,880	
Option	\$ 4.33							12/09/2009	12/09/2018	\$01 PV Cl B Stk	13,869	
Option	\$ 4.32							12/03/2010	12/03/2019		16,840	

								\$.01 PV Com Stk	
Option	\$ 4.32			12/03/2010	12/03/2019			\$.01 PV Cl B Stk	13,836
Option	\$ 11.67			12/02/2011	12/02/2020			\$.01 PV Com Stk	6,500
Option	\$ 11.67			12/02/2011	12/02/2020			\$.01 PV Cl B Stk	5,340
Option	\$ 20.68			12/01/2012	12/01/2021			\$.01 PV Com Stk	4,300
Option	\$ 20.68			12/01/2012	12/01/2021			\$.01 PV Cl B Stk	2,821
Option	\$ 13.99			11/29/2013	11/29/2022			\$.01 PV Com Stk	7,400
Option	\$ 13.99			11/29/2013	11/29/2022			\$.01 PV Cl B Stk	3,256
Option	\$ 43.28			12/11/2014	12/11/2023			\$.01 PV Com Stk	2,990
Option	\$ 43.28			12/11/2014	12/11/2023			\$.01 PV Cl B Stk	598

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

11/20/2014

__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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