

ASTRONICS CORP
Form 4
October 11, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/10/2013

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

BUFFALO, NY 14207

(City) (State) (Zip)

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

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 Com Stk					103,547	D	
\$.01 PV Cl B Stk	10/10/2013		J ⁽¹⁾		205,988	A	\$ 0
\$.01 PV Com Stk					58,120	I	By Spouse ⁽²⁾
\$.01 PV Cl B Stk	10/10/2013		J ⁽¹⁾		26,297	A	\$ 0
					99,662	I	By Spouse ⁽²⁾

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	\$ 7.07					09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000	
Option	\$ 7.07	10/10/2013		<u>J</u> (1)	1,581	09/06/2006	03/06/2016	\$.01 PV Cl B Stk	4,487	\$ 7.07
Option	\$ 9.28					09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000	
Option	\$ 9.28	10/10/2013		<u>J</u> (1)	1,581	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	4,487	\$ 9.28
Option	\$ 10.08					09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500	
Option	\$ 10.08	10/10/2013		<u>J</u> (1)	791	09/20/2008	03/20/2018	\$.01 PV Cl B Stk	2,244	\$ 10.08
Option	\$ 4.88					09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000	

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Option	\$ 4.88	10/10/2013	<u>J</u> ⁽¹⁾	1,012	09/05/2009	03/05/2019	\$.01 PV Cl B Stk	2,072	\$ 4.88
Option	\$ 5.82				09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000	
Option	\$ 5.82	10/10/2013	<u>J</u> ⁽¹⁾	1,265	09/02/2010	03/02/2020	\$.01 PV Cl B Stk	2,590	\$ 5.82
Option	\$ 14.2				08/28/2011	02/28/2021	\$.01 PV Com Stk	2,500	
Option	\$ 14.2	10/10/2013	<u>J</u> ⁽¹⁾	633	08/28/2011	02/28/2021	\$.01 PV Cl B Stk	1,296	\$ 14.2
Option	\$ 24.99				08/28/2012	02/28/2022	\$.01 PV Com Stk	3,000	
Option	\$ 24.99	10/10/2013	<u>J</u> ⁽¹⁾	690	08/28/2012	02/28/2022	\$.01 PV Cl B Stk	1,140	\$ 24.99
Option	\$ 23.08				08/22/2013	02/22/2023	\$.01 PV Com Stk	3,000	
Option	\$ 23.08	10/10/2013	<u>J</u> ⁽¹⁾	600	08/22/2013	02/22/2023	\$.01 PV Cl B Stk	600	\$ 23.08

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

10/11/2013

__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) Shares issued pursuant to a one-for-five distribution of Class B stock to holders of both Common and Class B stock on the record date of October 10, 2013.
 - (2) 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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