

ASTRONICS CORP
Form 4
February 24, 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)
02/20/2014

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	02/20/2014		S		4,105	D	\$ 61.5
\$.01 PV Class B Stock							23,738

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	13,600
Option	\$ 3.43					02/18/2006	02/18/2015	\$.01 PV Cl B Stk	13,463
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	2,370

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Option	\$ 5.19	12/09/2009	12/09/2018	Stk \$.01 PV Com Stk	16,880
Option	\$ 5.19	12/09/2009	12/09/2018	Stk \$.01 PV Cl B Stk	8,744
Option	\$ 5.18	12/03/2010	12/03/2019	Stk \$.01 PV Com Stk	16,840
Option	\$ 5.18	12/03/2010	12/03/2019	Stk \$.01 PV Cl B Stk	8,724
Option	\$ 14.01	12/02/2011	12/02/2020	Stk \$.01 PV Com Stk	6,500
Option	\$ 14.01	12/02/2011	12/02/2020	Stk \$.01 PV Cl B Stk	3,368
Option	\$ 24.81	12/01/2012	12/01/2021	Stk \$.01 PV Com Stk	4,300
Option	\$ 24.81	12/01/2012	12/01/2021	Stk \$.01 PV Cl B Stk	1,634
Option	\$ 16.79	11/29/2013	11/29/2022	Stk \$.01 PV Com Stk	7,400
Option	\$ 16.79	11/29/2013	11/29/2022	Stk \$.01 PV Cl B Stk	1,480
Option	\$ 51.93	12/11/2014	12/11/2023	Stk \$.01 PV Com Stk	2,990

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	02/24/2014
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__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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