

KRAMER JAMES S

Form 4

October 03, 2011

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAMER JAMES S

(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)
09/30/2011

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 below) ____ Other (specify below)

VP Luminescent Systems, Inc.

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 <u>(1)</u> | 09/30/2011 | | A | | 1,405 | A | \$ 13.75 | 61,227 | D | |
| \$.01 PV Class B Stock <u>(1)</u> | 09/30/2011 | | A | | 141 | A | \$ 13.75 | 73,821 | D | |
| \$.01 PV Common Stock | | | | | | | | 220 | I | By Spouse <u>(2)</u> |
| \$.01 PV Class B | | | | | | | | 194 | I | By Spouse <u>(2)</u> |

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Stock

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. 5) | |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------------|--------------------|-----------------------------------------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option | \$ 3.87 | | | | | | | 01/24/2004 | 01/24/2013 | \$.01 PV Com Stk | 5,467 |
| Option | \$ 3.87 | | | | | | | 01/24/2004 | 01/24/2013 | \$.01 Cl B Stk | 2,050 |
| Option | \$ 3.99 | | | | | | | 02/19/2005 | 02/19/2014 | \$.01 PV Com Stk | 9,400 |
| Option | \$ 3.99 | | | | | | | 02/19/2005 | 02/19/2014 | \$.01 PV Cl B Stk | 3,525 |
| Option | \$ 3.7 | | | | | | | 12/14/2005 | 12/14/2014 | \$.01 PV Com Stk | 10,400 |
| Option | \$ 3.7 | | | | | | | 12/14/2005 | 12/14/2014 | \$.01 PV Cl B Stk | 3,900 |

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| | | | | | |
|--------|----------|------------|------------|----------------------------|--------|
| Option | \$ 4.73 | 02/18/2006 | 02/18/2015 | \$.01 PV Com Stk | 8,750 |
| Option | \$ 4.73 | 02/18/2006 | 02/18/2015 | \$.01 PV Cl B Stk | 3,280 |
| Option | \$ 7.15 | 12/13/2006 | 12/13/2015 | \$.01 PV Com Stk | 6,100 |
| Option | \$ 7.15 | 12/13/2006 | 12/13/2015 | \$.01 PV Cl B Stk | 2,287 |
| Option | \$ 12.63 | 12/12/2007 | 12/12/2016 | \$.01 PV Com Stk | 4,030 |
| Option | \$ 12.63 | 12/12/2007 | 12/12/2016 | \$.01 PV Cl B Stk | 1,510 |
| Option | \$ 28.95 | 12/19/2008 | 12/19/2017 | \$.01 PV Com Stk | 2,010 |
| Option | \$ 28.95 | 12/19/2008 | 12/19/2017 | \$.01 PV Cl B Stk | 753 |
| Option | \$ 7.16 | 12/09/2009 | 12/09/2018 | \$.01 PV Com Stk | 11,800 |
| Option | \$ 7.16 | 12/09/2009 | 12/09/2018 | \$.01 PV Cl B Stk | 1,180 |
| Option | \$ 7.15 | 12/03/2010 | 12/03/2019 | \$.01 PV Com Stk | 11,750 |
| Option | \$ 7.15 | 12/03/2010 | 12/03/2019 | | 1,175 |

| | | | | | | | |
|--------|----------|--|--|------------|------------|-----------------------------|-------|
| | | | | | | \$.01 PV Cl B Stk | |
| Option | \$ 19.33 | | | 12/02/2011 | 12/02/2020 | \$.01 PV Com Stk | 4,400 |
| Option | \$ 19.33 | | | 12/02/2011 | 12/02/2020 | \$.01 PV Cl B Stk | 440 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KRAMER JAMES S 130 COMMERCE WAY EAST AURORA, NY 14052 | | | VP Luminescent Systems, Inc. | |

Signatures

/s/David C. Burney, as Power of Attorney for James S. Kramer

10/03/2011

****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) Acquired shares via exercise of subscription agreement under employee stock purchase plan.
- (2) Mr. Kramer disclaims any beneficial interest in the shares owned 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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