

MCKENNA ROBERT J  
Form 4  
October 29, 2012

**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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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCKENNA ROBERT J

(Last) (First) (Middle)

38 QUARTERMASTER DRIVE

(Street)

SALEM, SC 29676

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/29/2012

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
\$.01 PV Com Stk								8,546	I	Robert J McKenna Revocable Trust <sup>(1)</sup>
\$.01 PV Cl B Stk	10/29/2012		J <sup>(2)</sup>		1,281	A	\$ 0	1,281	I	Robert J McKenna Revocable Trust <sup>(1)</sup>
\$.01 PV Cl B Stk	10/29/2012		J <sup>(2)</sup>		2,386	A	\$ 0	18,295	D	

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

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(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. 3)
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Option	\$ 4.14	10/29/2012		J <sup>(3)</sup>	0	08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000	\$ 4.14
Option	\$ 4.14	10/29/2012		J <sup>(3)</sup>	825	08/28/2005	02/28/2015	\$.01 PV Cl B Stk	2,325	\$ 4.14
Option	\$ 8.48	10/29/2012		J <sup>(3)</sup>	0	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000	\$ 8.48
Option	\$ 8.48	10/29/2012		J <sup>(3)</sup>	1,031	09/06/2006	03/06/2016	\$.01 PV Cl B Stk	2,906	\$ 8.48
Option	\$ 11.13	10/29/2012		J <sup>(3)</sup>	0	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000	\$ 11.13
Option	\$ 11.13	10/29/2012		J <sup>(3)</sup>	1,031	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	2,906	\$ 11.13
Option	\$ 12.09	10/29/2012		J <sup>(3)</sup>	0	09/20/2008	03/20/2018	\$.01 PV Com	2,500	\$ 12.09

								Stk		
Option	\$ 12.09	10/29/2012	<u>J<sup>(3)</sup></u>	516	09/20/2008	03/20/2018	\$0.01 PV Cl B Stk	1,453	\$ 12.	
Option	\$ 5.85	10/29/2012	<u>J<sup>(3)</sup></u>	0	09/05/2009	03/05/2019	\$0.01 PV Com Stk	4,000	\$ 5.8	
Option	\$ 5.85	10/29/2012	<u>J<sup>(3)</sup></u>	660	09/05/2009	03/05/2019	\$0.01 PV Cl B Stk	1,060	\$ 5.8	
Option	\$ 6.98	10/29/2012	<u>J<sup>(3)</sup></u>	0	09/02/2010	03/02/2020	\$0.01 PV Com Stk	5,000	\$ 6.9	
Option	\$ 6.98	10/29/2012	<u>J<sup>(3)</sup></u>	825	09/02/2010	03/02/2020	\$0.01 PV Cl B Stk	1,325	\$ 6.9	
Option	\$ 17.04	10/29/2012	<u>J<sup>(3)</sup></u>	0	08/28/2011	02/28/2021	\$0.01 PV Com Stk	2,500	\$ 17.	
Option	\$ 17.04	10/29/2012	<u>J<sup>(3)</sup></u>	413	08/28/2011	02/28/2021	\$0.01 PV Cl B Stk	663	\$ 17.	
Option	\$ 29.99	10/29/2012	<u>J<sup>(3)</sup></u>	0	08/28/2012	02/28/2022	\$0.01 PV Com Stk	3,000	\$ 29.	
Option	\$ 29.99	10/29/2012	<u>J<sup>(3)</sup></u>	450	08/28/2012	02/28/2022	\$0.01 PV Cl B Stk	450	\$ 29.	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNA ROBERT J 38 QUARTERMASTER DRIVE	X			

SALEM, SC 29676

## Signatures

/s/David C. Burney as Power of Attorney for Robert J.  
McKenna

10/29/2012

\_\_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) Represents shares held by the Robert J. McKenna Revocable Trust. The beneficiaries of the trust are the reporting persons immediate family. The reporting person serves as one of two trustees and shares voting and investment power.
- (2) Shares issued pursuant to a three-for-twenty distribution of Class B Stock to holders of both Common and Class B Stock on the record date of October 29, 2012.
- (3) Adjusted pursuant to Class B Stock distribution declared by the Board of Directors payable on October 29, 2012 of three shares of Class B Stock for every twenty shares of Common Stock and Class B Stock.

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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