

ASTRONICS CORP

Form 4

December 15, 2014

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 *
BURNEY DAVID C

(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)
12/11/2014

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) below)

VP-FINANCE, CFO

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 Ownership (Instr. 4)
\$.01 PV COMMON STOCK					12,951	D	
\$.01 PV CLASS B STOCK					57,610	D	

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

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information contained in this form are not
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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. Pr Deriv Secu (Instr.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 2.86							02/18/2006	02/18/2015	\$.01 PV COM STK	8,750
OPTION	\$ 2.86							02/18/2006	02/18/2015	\$.01 PV Cl B Stk	11,174
OPTION	\$ 4.32							12/13/2006	12/13/2015	\$.01 PV COM STK	6,900
OPTION	\$ 4.32							12/13/2006	12/13/2015	\$.01 PV Cl B Stk	8,811
OPTION	\$ 7.62							12/12/2007	12/12/2016	\$.01 PV COM STK	4,610
OPTION	\$ 7.62							12/12/2007	12/12/2016	\$.01 PV Cl B Stk	5,887
OPTION	\$ 17.48							12/19/2008	12/19/2017	\$.01 PV COM STK	2,210
OPTION	\$ 17.48							12/19/2008	12/19/2017	\$.01 PV Cl B Stk	2,822
OPTION	\$ 4.33							12/09/2009	12/09/2018	\$.01 PV COM STK	12,690

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OPTION	\$ 4.33					12/09/2009	12/09/2018	\$.01 PV CL B STK	10,426	
OPTION	\$ 4.32					12/03/2010	12/03/2019	\$.01 PV COM STK	12,710	
OPTION	\$ 4.32					12/03/2010	12/03/2019	\$.01 PV CL B STK	10,443	
OPTION	\$ 11.67					12/02/2011	12/02/2020	\$.01 PV COM STK	5,000	
OPTION	\$ 11.67					12/02/2011	12/02/2020	\$.01 PV CL B STK	4,108	
OPTION	\$ 20.68					12/01/2012	12/01/2021	\$.01 PV COM STK	3,600	
OPTION	\$ 20.68					12/01/2012	12/01/2021	\$.01 PV CL B STK	2,362	
OPTION	\$ 13.99					11/29/2013	11/29/2022	\$.01 PV COM STK	6,400	
OPTION	\$ 13.99					11/29/2013	11/29/2022	\$.01 PV CL B STK	2,816	
OPTION	\$ 43.28					12/11/2014	12/11/2023	\$.01 PV COM STK	2,600	
Option	\$ 43.28					12/11/2014	12/11/2023	\$.01 PV CL B STK	520	
OPTION	\$ 46.89	12/11/2014		A ⁽¹⁾	3,150	12/11/2015	12/11/2024		3,150	\$

\$.01
PV
COM
STK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 130 COMMERCE WAY EAST AURORA, NY 14052			VP-FINANCE, CFO	

Signatures

/S/DAVID C.
BURNEY

12/15/2014

__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).

(1) Granted pursuant to the Company's 2011 Key Employee Stock Option Plan.

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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