

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
Expires: January 31,
2005
Estimated average
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(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)
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)

VP Astronics Advanced Electron

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 (D) Price			
\$.01 PV Common Stock					34,136	D	
\$.01 PV Class B Stock					63,651	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. Price of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 7.62							12/12/2007	12/12/2016	\$.01 PV Com Stk	6,050	
Option	\$ 7.62							12/12/2007	12/12/2016	\$.01 PV Cl B Stk	7,726	
Option	\$ 17.48							12/19/2008	12/19/2017	\$.01 PV Com Stk	2,640	
Option	\$ 17.48							12/19/2008	12/19/2017	\$.01 PV Cl B Stk	3,371	
Option	\$ 4.33							12/09/2009	12/09/2018	\$.01 PV Com Stk	16,880	
Option	\$ 4.33							12/09/2009	12/09/2018	\$.01 PV Cl B Stk	13,869	
Option	\$ 4.32							12/03/2010	12/03/2019	\$.01 PV Com Stk	16,840	
Option	\$ 4.32							12/03/2010	12/03/2019	\$.01 PV Cl B Stk	13,836	

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Option	\$ 11.67					12/02/2011	12/02/2020	\$.01 PV Com Stk	6,500	
Option	\$ 11.67					12/02/2011	12/02/2020	\$.01 PV Cl B Stk	5,340	
Option	\$ 20.68					12/01/2012	12/01/2021	\$.01 PV Com Stk	4,300	
Option	\$ 20.68					12/01/2012	12/01/2021	\$.01 PV Cl B Stk	2,821	
Option	\$ 13.99					11/29/2013	11/29/2022	\$.01 PV Com Stk	7,400	
Option	\$ 13.99					11/29/2013	11/29/2022	\$.01 PV Cl B Stk	3,256	
Option	\$ 43.28					12/11/2014	12/11/2023	\$.01 PV Com Stk	2,990	
Option	\$ 43.28					12/11/2014	12/11/2023	\$.01 PV Cl B Stk	598	
Option	\$ 46.89	12/11/2014		A ⁽¹⁾	3,470	12/11/2015	12/11/2024	\$.01 PV Com Stk	3,470	\$ 0

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

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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