

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 Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2015

(Check all applicable)

____ Director ____ 10% Owner
 __X__ Officer (give title ____ Other (specify
 below) below)

VP Luminescent Systems, Inc.

130 COMMERCE WAY

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

EAST AURORA, NY 14052

(City) (State) (Zip)

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	02/02/2015		S		3,000	D	\$ 54.43	65,496	D	
\$.01 PV Class B Stock								209,318	D	
\$.01 PV Common Stock								220	I	By Spouse ⁽¹⁾
\$.01 PV Class B								465	I	By Spouse ⁽¹⁾

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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	\$ 7.62							12/12/2007	12/12/2016	\$.01 PV Com Stk	4,030
Option	\$ 7.62							12/12/2007	12/12/2016	\$.01 PV Cl B Stk	5,146
Option	\$ 17.48							12/19/2008	12/19/2017	\$.01 PV Com Stk	2,010
Option	\$ 17.48							12/19/2008	12/19/2017	\$.01 PV Cl B Stk	2,567
Option	\$ 4.33							12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800
Option	\$ 4.33							12/09/2009	12/09/2018	\$.01 PV Cl B	9,695

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					Stk	
					\$.01	
Option	\$ 4.32	12/03/2010	12/03/2019	PV Com Stk	11,750	
					\$.01	
Option	\$ 4.32	12/03/2010	12/03/2019	PV Cl B Stk	9,654	
					\$.01	
Option	\$ 11.67	12/02/2011	12/02/2020	PV Com Stk	4,350	
					\$.01	
Option	\$ 11.67	12/02/2011	12/02/2020	PV Cl B Stk	3,574	
					\$.01	
Option	\$ 20.68	12/01/2012	12/01/2021	PV Com Stk	3,200	
					\$.01	
Option	\$ 20.68	12/01/2012	12/01/2021	PV Cl B Stk	2,099	
					\$.01	
Option	\$ 13.99	11/29/2013	11/29/2022	PV Com Stk	5,700	
					\$.01	
Option	\$ 13.99	11/29/2013	11/29/2022	PV Cl B Stk	2,508	
					\$.01	
Option	\$ 43.28	12/11/2014	12/11/2023	PV Com Stk	2,330	
					\$.01	
Option	\$ 43.28	12/11/2014	12/11/2023	PV Cl B Stk	466	
					\$.01	
Option	\$ 46.89	12/11/2015	12/11/2024	PV Com Stk	2,720	

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	02/03/2015
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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).
- (1) 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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