

PEABODY MARK  
Form 4  
October 29, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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

(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)  
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)  
VP Astronics Advanced Electron

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Price                                                  |                                                                                               |                                                          |                                   |
| \$.01 PV Common Stock           |                                      |                                                    |                                | V                                                                 | 26,361                                                                                        | D                                                        |                                   |
| \$.01 PV Class B Stock          | 10/29/2012                           |                                                    | J <sup>(1)</sup>               | V                                                                 | 5,412                                                                                         | D                                                        |                                   |

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

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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 |                 | 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) |          |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|------------------------------------|-----------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|--------------------------------------------|----------|
|                                            |                                                        |                                      |                                                    |                                | Acquired (A)                       | Disposed of (D) | Date Exercisable                                         | Expiration Date |                                                               |                                            |          |
| Option                                     | \$ 4.11                                                | 10/29/2012                           |                                                    | J <sup>(2)</sup>               | 0                                  |                 | 02/18/2006                                               | 02/18/2015      | \$0.01<br>PV<br>Com<br>Stk                                    | 15,000                                     | \$ 4.11  |
| Option                                     | \$ 4.11                                                | 10/29/2012                           |                                                    | J <sup>(2)</sup>               | 3,094                              |                 | 02/18/2006                                               | 02/18/2015      | \$0.01<br>PV<br>Cl B<br>Stk                                   | 8,719                                      | \$ 4.11  |
| Option                                     | \$ 6.22                                                | 10/29/2012                           |                                                    | J <sup>(2)</sup>               | 0                                  |                 | 12/13/2006                                               | 12/13/2015      | \$0.01<br>PV<br>Com<br>Stk                                    | 11,200                                     | \$ 6.22  |
| Option                                     | \$ 6.22                                                | 10/29/2012                           |                                                    | J <sup>(2)</sup>               | 2,310                              |                 | 12/13/2006                                               | 12/13/2015      | \$0.01<br>PV<br>Cl B<br>Stk                                   | 6,510                                      | \$ 6.22  |
| Option                                     | \$ 10.98                                               | 10/29/2012                           |                                                    | J <sup>(2)</sup>               | 0                                  |                 | 12/12/2007                                               | 12/12/2016      | \$0.01<br>PV<br>Com<br>Stk                                    | 6,050                                      | \$ 10.98 |
| Option                                     | \$ 10.98                                               | 10/29/2012                           |                                                    | J <sup>(2)</sup>               | 1,248                              |                 | 12/12/2007                                               | 12/12/2016      | \$0.01<br>PV<br>Cl B<br>Stk                                   | 3,517                                      | \$ 10.98 |
| Option                                     | \$ 25.17                                               | 10/29/2012                           |                                                    | J <sup>(2)</sup>               | 0                                  |                 | 12/19/2008                                               | 12/19/2017      | \$0.01<br>PV<br>Com<br>Stk                                    | 2,640                                      | \$ 25.17 |
| Option                                     | \$ 25.17                                               | 10/29/2012                           |                                                    | J <sup>(2)</sup>               | 545                                |                 | 12/19/2008                                               | 12/19/2017      | \$0.01<br>PV<br>Cl B<br>Stk                                   | 1,535                                      | \$ 25.17 |

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|        |          |            |                  |       |            |            |                             |        |       |
|--------|----------|------------|------------------|-------|------------|------------|-----------------------------|--------|-------|
| Option | \$ 6.23  | 10/29/2012 | J <sup>(2)</sup> | 0     | 12/09/2009 | 12/09/2018 | \$ .01<br>PV<br>Com<br>Stk  | 16,880 | \$ 6. |
| Option | \$ 6.23  | 10/29/2012 | J <sup>(2)</sup> | 2,785 | 12/09/2009 | 12/09/2018 | \$ .01<br>PV<br>Cl B<br>Stk | 4,473  | \$ 6. |
| Option | \$ 6.22  | 10/29/2012 | J <sup>(2)</sup> | 0     | 12/03/2010 | 12/03/2019 | \$ .01<br>PV<br>Com<br>Stk  | 16,840 | \$ 6. |
| Option | \$ 6.22  | 10/29/2012 | J <sup>(2)</sup> | 2,779 | 12/03/2010 | 12/03/2019 | \$ .01<br>PV<br>Cl B<br>Stk | 4,463  | \$ 6. |
| Option | \$ 16.81 | 10/29/2012 | J <sup>(2)</sup> | 0     | 12/02/2011 | 12/02/2020 | \$ .01<br>PV<br>Com<br>Stk  | 6,500  | \$ 16 |
| Option | \$ 16.81 | 10/29/2012 | J <sup>(2)</sup> | 1,073 | 12/02/2011 | 12/02/2020 | \$ .01<br>PV<br>Cl B<br>Stk | 1,723  | \$ 16 |
| Option | \$ 29.77 | 10/29/2012 | J <sup>(2)</sup> | 0     | 12/01/2012 | 12/01/2021 | \$ .01<br>PV<br>Com<br>Stk  | 4,300  | \$ 29 |
| Option | \$ 29.77 | 10/29/2012 | J <sup>(2)</sup> | 645   | 12/01/2012 | 12/01/2021 | \$ .01<br>PV<br>Cl B<br>Stk | 645    | \$ 29 |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                                |       |
|-----------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                           | Director      | 10% Owner | Officer                        | Other |
| PEABODY MARK<br>130 COMMERCE WAY<br>EAST AURORA, NY 14052 |               |           | VP Astronics Advanced Electron |       |

## Signatures

/s/David C. Burney, as Power of Attorney for Mark Peabody

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) 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.
- (2) Adjusted pursuant to Class B Stock distribution declared by the Board of Directors payable on 10/29/2012 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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