

KRAMER JAMES S
Form 4
December 02, 2011

FORM 4

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

OMB APPROVAL

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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 *
KRAMER JAMES S

(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)
12/01/2011

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 Luminescent Systems, Inc.

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)
				(A) or (D) Price			
\$.01 PV Common Stock				V	61,227	D	
\$.01 PV Class B Stock				V	73,821	D	
\$.01 PV Common Stock				V	220	I	By Spouse ⁽¹⁾
\$.01 PV Class B Stock				V	194	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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(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 (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 or Derivative Security (Instr. 3)	
				Code	V	(A)	(D)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 3.87					01/24/2004	01/24/2013	\$.01 PV Com Stk	5,467
Option	\$ 3.87					01/24/2004	01/24/2013	\$.01 CI B Stk	2,050
Option	\$ 3.99					02/19/2005	02/19/2014	\$.01 PV Com Stk	9,400
Option	\$ 3.99					02/19/2005	02/19/2014	\$.01 PV CI B Stk	3,525
Option	\$ 3.7					12/14/2005	12/14/2014	\$.01 PV Com Stk	10,400
Option	\$ 3.7					12/14/2005	12/14/2014	\$.01 PV CI B Stk	3,900
Option	\$ 4.73					02/18/2006	02/18/2015	\$.01	8,750

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					PV Com Stk	
Option	\$ 4.73		02/18/2006	02/18/2015	\$.01 PV Cl B Stk	3,280
Option	\$ 7.15		12/13/2006	12/13/2015	\$.01 PV Com Stk	6,100
Option	\$ 7.15		12/13/2006	12/13/2015	\$.01 PV Cl B Stk	2,287
Option	\$ 12.63		12/12/2007	12/12/2016	\$.01 PV Com Stk	4,030
Option	\$ 12.63		12/12/2007	12/12/2016	\$.01 PV Cl B Stk	1,510
Option	\$ 28.95		12/19/2008	12/19/2017	\$.01 PV Com Stk	2,010
Option	\$ 28.95		12/19/2008	12/19/2017	\$.01 PV Cl B Stk	753
Option	\$ 7.16		12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800
Option	\$ 7.16		12/09/2009	12/09/2018	\$.01 PV Cl B Stk	1,180
Option	\$ 7.15		12/03/2010	12/03/2019	\$.01 PV Com Stk	11,750
Option	\$ 7.15		12/03/2010	12/03/2019	\$.01 PV	1,175

										CI B	
										Stk	
										\$.01	
Option	\$ 19.33					12/02/2011	12/02/2020			PV	4,400
										Com	
										Stk	
										\$.01	
Option	\$ 19.33					12/02/2011	12/02/2020			PV	440
										CI B	
										Stk	
										\$.01	
Option (2)	\$ 34.24	12/01/2011		A	3,200	12/01/2012	12/01/2021			PV	3,200
										Com	\$ 34
										Stk	

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
 12/02/2011
 **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.
- (2) 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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