PEABODY MARK
Form 4
October 01, 2012

FORM 4

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

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 burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
10/01/2012

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	(A) or (D)	Price			
$.01 PV Common Stock (1)	10/01/2012		A		895	A	$ 23.76	26,361	D	
$.01 PV Class B Stock								9,719	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)

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	$ 4.73							02/18/2006	02/18/2015	$.01 PV Com Stk	15,000	
Option	$ 4.73							02/18/2006	02/18/2015	$.01 PV Cl B Stk	5,625	
Option	$ 7.15							12/13/2006	12/13/2015	$.01 PV Com Stk	11,200	
Option	$ 7.15							12/13/2006	12/13/2015	$.01 PV Cl B Stk	4,200	
Option	$ 12.63							12/12/2007	12/12/2016	$.01 PV Com Stk	6,050	
Option	$ 12.63							12/12/2007	12/12/2016	$.01 PV Cl B Stk	2,269	
Option	$ 28.95							12/19/2008	12/19/2017	$.01 PV Com Stk	2,640	
Option	$ 28.95							12/19/2008	12/19/2017	$.01 PV Cl B	990	

					Stk	
Option	$ 7.16	12/09/2009	12/09/2018	$.01 PV Com Stk	16,880	
Option	$ 7.16	12/09/2009	12/09/2018	$.01 PV Cl B Stk	1,688	
Option	$ 7.15	12/03/2010	12/03/2019	$.01 PV Com Stk	16,840	
Option	$ 7.15	12/03/2010	12/03/2019	$.01 PV Cl B Stk	1,684	
Option	$ 19.33	12/02/2011	12/02/2020	$.01 PV Com Stk	6,500	
Option	$ 19.33	12/02/2011	12/02/2020	$.01 PV Cl B Stk	650	
Option	$ 34.24	12/01/2012	12/01/2021	$.01 PV Com Stk	4,300	

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	10/01/2012
**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) Acquired shares via exercise of subscription agreement under employee stock purchase 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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