

MCKENNA ROBERT J
Form 4
October 29, 2012

FORM 4

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

OMB APPROVAL

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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 *
MCKENNA ROBERT J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
38 QUARTERMASTER DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2012

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

SALEM, SC 29676
(City) (State) (Zip)

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

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)
			Code	V Amount (A) or (D) Price			
\$.01 PV Com Stk					8,546	I	Robert J McKenna Revocable Trust ⁽¹⁾
\$.01 PV Cl B Stk	10/29/2012		J ⁽²⁾	1,281 A \$ 0	1,281	I	Robert J McKenna Revocable Trust ⁽¹⁾
\$.01 PV Cl B Stk	10/29/2012		J ⁽²⁾	2,386 A \$ 0	18,295	D	

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 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)	Title	Amount or Number of Shares	
Option	\$ 4.14	10/29/2012		J ⁽³⁾		0		\$0.01 PV Com Stk	4,000	\$ 4.14
Option	\$ 4.14	10/29/2012		J ⁽³⁾		825		\$0.01 PV Cl B Stk	2,325	\$ 4.14
Option	\$ 8.48	10/29/2012		J ⁽³⁾		0		\$0.01 PV Com Stk	5,000	\$ 8.48
Option	\$ 8.48	10/29/2012		J ⁽³⁾		1,031		\$0.01 PV Cl B Stk	2,906	\$ 8.48
Option	\$ 11.13	10/29/2012		J ⁽³⁾		0		\$0.01 PV Com Stk	5,000	\$ 11.13
Option	\$ 11.13	10/29/2012		J ⁽³⁾		1,031		\$0.01 PV Cl B Stk	2,906	\$ 11.13
Option	\$ 12.09	10/29/2012		J ⁽³⁾		0		\$0.01 PV Com	2,500	\$ 12.09

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Option	\$ 12.09	10/29/2012	J ⁽³⁾	516	09/20/2008	03/20/2018	Stk \$.01 PV Cl B Stk	1,453	\$ 12.09		
Option	\$ 5.85	10/29/2012	J ⁽³⁾	0	09/05/2009	03/05/2019	Stk \$.01 PV Com Stk	4,000	\$ 5.85		
Option	\$ 5.85	10/29/2012	J ⁽³⁾	660	09/05/2009	03/05/2019	Stk \$.01 PV Cl B Stk	1,060	\$ 5.85		
Option	\$ 6.98	10/29/2012	J ⁽³⁾	0	09/02/2010	03/02/2020	Stk \$.01 PV Com Stk	5,000	\$ 6.98		
Option	\$ 6.98	10/29/2012	J ⁽³⁾	825	09/02/2010	03/02/2020	Stk \$.01 PV Cl B Stk	1,325	\$ 6.98		
Option	\$ 17.04	10/29/2012	J ⁽³⁾	0	08/28/2011	02/28/2021	Stk \$.01 PV Com Stk	2,500	\$ 17.04		
Option	\$ 17.04	10/29/2012	J ⁽³⁾	413	08/28/2011	02/28/2021	Stk \$.01 PV Cl B Stk	663	\$ 17.04		
Option	\$ 29.99	10/29/2012	J ⁽³⁾	0	08/28/2012	02/28/2022	Stk \$.01 PV Com Stk	3,000	\$ 29.99		
Option	\$ 29.99	10/29/2012	J ⁽³⁾	450	08/28/2012	02/28/2022	Stk \$.01 PV Cl B Stk	450	\$ 29.99		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNA ROBERT J 38 QUARTERMASTER DRIVE	X			

SALEM, SC 29676

Signatures

/s/David C. Burney as Power of Attorney for Robert J.
McKenna

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) Represents shares held by the Robert J. McKenna Revocable Trust. The beneficiaries of the trust are the reporting persons immediate family. The reporting person serves as one of two trustees and shares voting and investment power.
- (2) 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.
- (3) Adjusted pursuant to Class B Stock distribution declared by the Board of Directors payable on October 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.