

BRADY ROBERT T
Form 4
February 25, 2013

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 *
BRADY ROBERT T

(Last) (First) (Middle)
286 GREENWOOD CT
(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)
02/22/2013

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)

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)
\$.01 PV Com Stk				(A) or (D)	5,150	D	
\$.01 PV Cl B Stk				(A) or (D)	47,742	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)

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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 of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 3.47					08/19/2004	02/19/2014	\$0.01 PV Com Stk	4,000
Option	\$ 3.47					08/19/2004	02/19/2014	\$0.01 PV Cl B Stk	2,325
Option	\$ 4.14					08/28/2005	02/28/2015	\$0.01 PV Com Stk	4,000
Option	\$ 4.14					08/28/2005	02/28/2015	\$0.01 PV Cl B Stk	2,325
Option	\$ 8.48					09/06/2006	03/06/2016	\$0.01 PV Com Stk	5,000
Option	\$ 8.48					09/06/2006	03/06/2016	\$0.01 PV Cl B Stk	2,906
Option	\$ 11.13					09/20/2007	03/20/2017	\$0.01 PV Com Stk	5,000
Option	\$ 11.13					09/20/2007	03/20/2017	\$0.01 PV Cl B Stk	2,906
Option	\$ 12.09					09/20/2008	03/20/2018	\$0.01 PV	2,500

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Option	Exercise Price	Grant Date	Expiration Date	Option Type	Quantity	Current Price
Option	\$ 12.09	09/20/2008	03/20/2018	Com Stk \$.01 PV Cl B Stk	1,453	
Option	\$ 5.85	09/05/2009	03/05/2019	Com Stk \$.01 PV Com Stk	4,000	
Option	\$ 5.85	09/05/2009	03/05/2019	Cl B Stk \$.01 PV Cl B Stk	1,060	
Option	\$ 6.98	09/02/2010	03/02/2020	Com Stk \$.01 PV Com Stk	5,000	
Option	\$ 6.98	09/02/2010	03/02/2020	Cl B Stk \$.01 PV Cl B Stk	1,325	
Option	\$ 17.04	08/28/2011	02/28/2021	Com Stk \$.01 PV Com Stk	2,500	
Option	\$ 17.04	08/28/2011	02/28/2021	Cl B Stk \$.01 PV Cl B Stk	663	
Option	\$ 29.99	08/28/2012	02/28/2022	Com Stk \$.01 PV Com Stk	3,000	
Option	\$ 29.99	08/28/2012	02/28/2022	Cl B Stk \$.01 PV Cl B Stk	450	
Option	\$ 27.7	02/22/2013	08/22/2013	Com Stk \$.01 PV Com Stk	3,000	\$ 27
				A ⁽¹⁾	3,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

BRADY ROBERT T
286 GREENWOOD CT X
EAST AURORA, NY 14052

Signatures

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

Brady

02/25/2013

__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) Granted pursuant to Company's 2005 Director 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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