

ASTRONICS CORP

Form 4

October 11, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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2005
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(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)
10/10/2013

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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	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)
\$.01 PV Com Stk					5,150	D	
\$.01 PV Cl B Stk	10/10/2013		J ⁽¹⁾	10,578 A \$ 0	58,320	D	

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

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information contained in this form are not
required to respond unless the form
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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 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	\$ 2.89							08/19/2004 02/19/2014	\$0.01 PV Com Stk	4,000
Option	\$ 2.89	10/10/2013		<u>J(1)</u>		1,265		08/19/2004 02/19/2014	\$0.01 PV Cl B Stk	3,590 \$ 2.8
Option	\$ 3.45							08/28/2005 02/28/2015	\$0.01 PV Com Stk	4,000
Option	\$ 3.45	10/10/2013		<u>J(1)</u>		1,265		08/28/2005 02/28/2015	\$0.01 PV Cl B Stk	3,590 \$ 3.4
Option	\$ 7.07							09/06/2006 03/06/2016	\$0.01 PV Com Stk	5,000
Option	\$ 7.07	10/10/2013		<u>J(1)</u>		1,581		09/06/2006 03/06/2016	\$0.01 PV Cl B Stk	4,487 \$ 7.0
Option	\$ 9.28							09/20/2007 03/20/2017	\$0.01 PV Com Stk	5,000
Option	\$ 9.28	10/10/2013		<u>J(1)</u>		1,581		09/20/2007 03/20/2017	\$0.01 PV Cl B Stk	4,487 \$ 9.2
Option	\$ 10.08							09/20/2008 03/20/2018	\$0.01 PV	2,500

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								Com Stk		
Option	\$ 10.08	10/10/2013	<u>J</u> ⁽¹⁾	791	09/20/2008	03/20/2018	\$0.01 PV Cl B Stk	2,244	\$ 10.	
Option	\$ 4.88				09/05/2009	03/05/2019	\$0.01 PV Com Stk	4,000		
Option	\$ 4.88	10/10/2013	<u>J</u> ⁽¹⁾	1,012	09/05/2009	03/05/2019	\$0.01 PV Cl B Stk	2,072	\$ 4.8	
Option	\$ 5.82				09/02/2010	03/02/2020	\$0.01 PV Com Stk	5,000		
Option	\$ 5.82	10/10/2013	<u>J</u> ⁽¹⁾	1,265	09/02/2010	03/02/2020	\$0.01 PV Cl B Stk	2,590	\$ 5.8	
Option	\$ 14.2				08/28/2011	02/28/2021	\$0.01 PV Com Stk	2,500		
Option	\$ 14.2	10/10/2013	<u>J</u> ⁽¹⁾	633	08/28/2011	02/28/2021	\$0.01 PV Cl B Stk	1,296	\$ 14	
Option	\$ 24.99				08/28/2012	02/28/2022	\$0.01 PV Com Stk	3,000		
Option	\$ 24.99	10/10/2013	<u>J</u> ⁽¹⁾	690	08/28/2012	02/28/2022	\$0.01 PV Cl B Stk	1,140	\$ 24.	
Option	\$ 23.08				08/22/2013	02/22/2023	\$0.01 Com Stk	3,000		
Option	\$ 23.08	10/10/2013	<u>J</u> ⁽¹⁾	600	08/22/2013	02/22/2023	\$0.01 PV Cl B Stk	600	\$ 23.	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRADY ROBERT T 286 GREENWOOD CT EAST AURORA, NY 14052	X

Signatures

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

10/11/2013

__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) Shares issued pursuant to a one-for-five distribution of Class B stock to holders of both Common and Class B stock on the record date of October 10, 2013.

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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