

ASTRONICS CORP  
Form 4  
February 19, 2014

**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 \*  
DRENNING JOHN B

(Last) (First) (Middle)

THE GUARANTY BUILDING, 140  
PEARL ST., SUITE 100

(Street)

BUFFALO, NY 14202-4040

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/17/2014

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)
				(A) or (D)	Price		
\$.01 PV Com Stk	02/17/2014		M	369	D \$ 59.43	78,548	D
\$.01 PV Com Stk	02/17/2014		M	4,000	A \$ 2.89	82,548	D
\$.01 PV Cl B Stk	02/17/2014		M <sup>(1)</sup>	3,590	A \$ 2.89	234,694	D

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

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(9-02)

number.

**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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 2.89	02/17/2014		M	4,000	08/19/2004	02/19/2014	\$.01 PV Com Stk	4,000 \$ 2.89
Option	\$ 2.89	02/17/2014		M	3,590	08/19/2004	02/19/2014	\$.01 PV Cl B Stk	3,590 \$ 2.89
Option	\$ 3.45					08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000
Option	\$ 3.45					08/28/2005	02/28/2015	\$.01 PV Cl B Stk	3,590
Option	\$ 7.07					09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000
Option	\$ 7.07					09/06/2006	03/06/2016	\$.01 PV Cl B Stk	4,487
Option	\$ 9.28					09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000
Option	\$ 9.28					09/20/2007	03/20/2017	\$.01 PV	4,487

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						CI B Stk
Option	\$ 10.08			09/20/2008	03/20/2018	\$.01 PV Com Stk
						2,500
Option	\$ 10.08			09/20/2008	03/20/2018	\$.01 PV CI B Stk
						2,244
Option	\$ 4.88			09/05/2009	03/05/2019	\$.01 PV Com Stk
						4,000
Option	\$ 4.88			09/05/2009	03/05/2019	\$.01 PV CI B Stk
						2,072
Option	\$ 5.82			09/02/2010	03/02/2020	\$.01 PV Com Stk
						5,000
Option	\$ 5.82			09/02/2010	03/02/2020	\$.01 PV CI B Stk
						2,590
Option	\$ 14.2			08/28/2011	02/28/2021	\$.01 PV Com Stk
						2,500
Option	\$ 14.2			08/28/2011	02/28/2021	\$.01 PV CI B Stk
						1,296
Option	\$ 24.99			08/28/2012	02/28/2022	\$.01 PV Com Stk
						3,000
Option	\$ 24.99			08/28/2012	02/28/2022	\$.01 PV CI B Stk
						1,140
Option	\$ 23.08			08/22/2013	02/22/2023	\$.01 PV Com
						3,000

Option	\$ 23.08	08/22/2013	02/22/2023	Stk \$.01 PV Cl B Stk	600
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENNING JOHN B THE GUARANTY BUILDING 140 PEARL ST., SUITE 100 BUFFALO, NY 14202-4040	X			

## Signatures

/s/David C. Burney as Power of Attorney for John B.  
Drenning

02/19/2014

\_\_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. 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.