

ASTRONICS CORP  
Form 4  
October 11, 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 \*  
**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)  
**10/10/2013**

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)  
**VP Astronics Advanced Electron**

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	(D)	Price
\$.01 PV Common Stock					27,172	D	
\$.01 PV Class B Stock	10/10/2013		J <sup>(1)</sup>		8,485	A	\$ 0 23,738

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

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SEC 1474 (9-02)

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**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	\$ 3.43							PV Com Stk	15,000	
Option	\$ 3.43	10/10/2013		<u>J</u> <sup>(1)</sup>		4,744		PV Cl B Stk	13,463	\$ 3.
Option	\$ 5.18							PV Com Stk	11,200	
Option	\$ 5.18	10/10/2013		<u>J</u> <sup>(1)</sup>		3,542		PV Cl B Stk	10,052	\$ 5.
Option	\$ 9.15							PV Com Stk	6,050	
Option	\$ 9.15	10/10/2013		<u>J</u> <sup>(1)</sup>		1,913		PV Cl B Stk	5,430	\$ 9.
Option	\$ 20.98							PV Com Stk	2,640	
Option	\$ 20.98	10/10/2013		<u>J</u> <sup>(1)</sup>		835		PV Cl B Stk	2,370	\$ 20

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Option	\$ 5.19					12/09/2009	12/09/2018	\$ .01 PV Com Stk	16,880	
Option	\$ 5.19	10/10/2013		<u>J<sup>(1)</sup></u>	4,271	12/09/2009	12/09/2018	\$ .01 PV Cl B Stk	8,744	\$ 5.
Option	\$ 5.18					12/03/2010	12/03/2019	\$ .01 PV Com Stk	16,840	
Option	\$ 5.18	10/10/2013		<u>J<sup>(1)</sup></u>	4,261	12/03/2010	12/03/2019	\$ .01 PV Cl B Stk	8,724	\$ 5.
Option	\$ 14.01					12/02/2011	12/02/2020	\$ .01 PV Com Stk	6,500	
Option	\$ 14.01	10/10/2013		<u>J<sup>(1)</sup></u>	1,645	12/02/2011	12/02/2020	\$ .01 PV Cl B Stk	3,368	\$ 14
Option	\$ 24.81					12/01/2012	12/01/2021	\$ .01 PV Com Stk	4,300	
Option	\$ 24.81	10/10/2013		<u>J<sup>(1)</sup></u>	989	12/01/2012	12/01/2021	\$ .01 PV Cl B Stk	1,634	\$ 24
Option	\$ 16.79					11/29/2013	11/29/2022	\$ .01 PV Com Stk	7,400	
Option	\$ 16.79	10/10/2013		<u>J<sup>(1)</sup></u>	1,480	11/29/2013	11/29/2022	\$ .01 PV Cl B Stk	1,480	\$ 16

## 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

10/11/2013

\_\_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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