

ASTRONICS CORP  
Form 4  
December 15, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KRAMER JAMES S**

(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)  
12/11/2014

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)  
VP Luminescent Systems, Inc.

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 Indirect Beneficial Ownership (Instr. 4)
\$.01 PV Common Stock				(A) or (D) Price	62,702	D	
\$.01 PV Class B Stock				(A) or (D) Price	191,194	D	
\$.01 PV Common Stock				(A) or (D) Price	220	I	By Spouse <sup>(1)</sup>
\$.01 PV Class B Stock				(A) or (D) Price	465	I	By Spouse <sup>(1)</sup>

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Stock

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)

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 or Derivative Security (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 2.86					02/18/2006	02/18/2015			\$.01 PV Com Stk	4,550
Option	\$ 2.86					02/18/2006	02/18/2015			\$.01 PV Cl B Stk	10,334
Option	\$ 4.32					12/13/2006	12/13/2015			\$.01 PV Com Stk	6,100
Option	\$ 4.32					12/13/2006	12/13/2015			\$.01 PV Cl B Stk	7,790
Option	\$ 7.62					12/12/2007	12/12/2016			\$.01 PV Com Stk	4,030
Option	\$ 7.62					12/12/2007	12/12/2016			\$.01 PV Cl B Stk	5,146

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Option	\$ 17.48	12/19/2008	12/19/2017	\$.01 PV Com Stk	2,010
Option	\$ 17.48	12/19/2008	12/19/2017	\$.01 PV Cl B Stk	2,567
Option	\$ 4.33	12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800
Option	\$ 4.33	12/09/2009	12/09/2018	\$.01 PV Cl B Stk	9,695
Option	\$ 4.32	12/03/2010	12/03/2019	\$.01 PV Com Stk	11,750
Option	\$ 4.32	12/03/2010	12/03/2019	\$.01 PV Cl B Stk	9,654
Option	\$ 11.67	12/02/2011	12/02/2020	\$.01 PV Com Stk	4,350
Option	\$ 11.67	12/02/2011	12/02/2020	\$.01 PV Cl B Stk	3,574
Option	\$ 20.68	12/01/2012	12/01/2021	\$.01 PV Com Stk	3,200
Option	\$ 20.68	12/01/2012	12/01/2021	\$.01 PV Cl B Stk	2,099
Option	\$ 13.99	11/29/2013	11/29/2022	\$.01 PV Com Stk	5,700
Option	\$ 13.99	11/29/2013	11/29/2022		2,508

										\$ .01 PV Cl B Stk		
Option	\$ 43.28					12/11/2014	12/11/2023			\$ .01 PV Com Stk	2,330	
Option	\$ 43.28					12/11/2014	12/11/2023			\$ .01 PV Cl B Stk	466	
Option	\$ 46.89	12/11/2014		A <sup>(2)</sup>	2,720	12/11/2015	12/11/2024			\$ .01 PV Com Stk	2,720	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER JAMES S 130 COMMERCE WAY EAST AURORA, NY 14052			VP Luminescent Systems, Inc.	

## Signatures

/s/David C. Burney, as Power of Attorney for James S. Kramer  
 12/15/2014

\_\_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) Mr. Kramer disclaims any beneficial interest in the shares owned by his wife.
- (2) Granted pursuant to the Company's 2011 Key Employee 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. 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.