

KRAMER JAMES S

Form 4

October 01, 2012

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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(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)
10/01/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP Luminescent Systems, Inc.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D)	Price
\$.01 PV Common Stock ⁽¹⁾	10/01/2012		A		895	A	\$ 23.76
\$.01 PV Class B Stock							61,622
							73,821
\$.01 PV Common Stock							220
							194
\$.01 PV Class B							

By Spouse
(2)By Spouse
(2)

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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 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. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 3.87					01/24/2004	01/24/2013	\$.01 PV Com Stk	5,467	
Option	\$ 3.87					01/24/2004	01/24/2013	\$.01 Cl B Stk	2,050	
Option	\$ 3.99					02/19/2005	02/19/2014	\$.01 PV Com Stk	9,400	
Option	\$ 3.99					02/19/2005	02/19/2014	\$.01 PV Cl B Stk	3,525	
Option	\$ 3.7					12/14/2005	12/14/2014	\$.01 PV Com Stk	10,400	
Option	\$ 3.7					12/14/2005	12/14/2014	\$.01 PV Cl B Stk	3,900	

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Option	\$ 4.73	02/18/2006	02/18/2015	\$.01 PV Com Stk	8,750
Option	\$ 4.73	02/18/2006	02/18/2015	\$.01 PV Cl B Stk	3,280
Option	\$ 7.15	12/13/2006	12/13/2015	\$.01 PV Com Stk	6,100
Option	\$ 7.15	12/13/2006	12/13/2015	\$.01 PV Cl B Stk	2,287
Option	\$ 12.63	12/12/2007	12/12/2016	\$.01 PV Com Stk	4,030
Option	\$ 12.63	12/12/2007	12/12/2016	\$.01 PV Cl B Stk	1,510
Option	\$ 28.95	12/19/2008	12/19/2017	\$.01 PV Com Stk	2,010
Option	\$ 28.95	12/19/2008	12/19/2017	\$.01 PV Cl B Stk	753
Option	\$ 7.16	12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800
Option	\$ 7.16	12/09/2009	12/09/2018	\$.01 PV Cl B Stk	1,180
Option	\$ 7.15	12/03/2010	12/03/2019	\$.01 PV Com Stk	11,750
Option	\$ 7.15	12/03/2010	12/03/2019		1,175

						\$.01 PV Cl B Stk	
Option	\$ 19.33		12/02/2011	12/02/2020		\$.01 PV Com Stk	4,350
Option	\$ 19.33		12/02/2011	12/02/2020		\$.01 PV Cl B Stk	435
Option	\$ 34.24		12/01/2012	12/01/2021		\$.01 PV Com Stk	3,200

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

10/01/2012

__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) Acquired shares via exercise of subscription agreement under employee stock purchase plan.
- (2) Mr. Kramer disclaims any beneficial interest in the shares owned by his wife.

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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