

ASTRONICS CORP

Form 4

January 22, 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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BURNEY DAVID C

(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)
01/22/2013

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 ____ Other (specify
below) below)

VP-FINANCE, TREASURER

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
\$.01 PV COMMON STOCK	01/22/2013		M		3,727	A	\$ 3.37	20,261	D
\$.01 PV CLASS B STOCK	01/22/2013		M		2,166	A	\$ 3.37	17,684	D

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

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(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. Pr Deriv Secur (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 3.37	01/22/2013		M	3,727	01/24/2004	01/24/2013	\$.01 PV COM STK	3,727 \$ 3
OPTION	\$ 3.37	01/22/2013		M	2,166	01/24/2004	01/24/2013	\$.01 PV Cl B Stk	2,166 \$ 3
OPTION	\$ 3.47					02/19/2005	02/19/2014	\$.01 PV COM STK	9,400
OPTION	\$ 3.47					02/19/2005	02/19/2014	\$.01 PV Cl B Stk	5,464
OPTION	\$ 3.22					12/14/2005	12/14/2014	\$.01 PV COM STK	10,100
OPTION	\$ 3.22					12/14/2005	12/14/2014	\$.01 PV Cl B Stk	5,870
OPTION	\$ 4.11					02/18/2006	02/18/2015	\$.01 PV COM STK	8,750
OPTION	\$ 4.11					02/18/2006	02/18/2015	\$.01 PV Cl B Stk	5,086
OPTION	\$ 6.22					12/13/2006	12/13/2015	\$.01 PV COM STK	6,900

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OPTION	\$ 6.22	12/13/2006	12/13/2015	\$.01 PV Cl B Stk	4,010
OPTION	\$ 10.98	12/12/2007	12/12/2016	\$.01 PV COM STK	4,610
OPTION	\$ 10.98	12/12/2007	12/12/2016	\$.01 PV Cl B Stk	2,680
OPTION	\$ 25.17	12/19/2008	12/19/2017	\$.01 PV COM STK	2,210
OPTION	\$ 25.17	12/19/2008	12/19/2017	\$.01 PV Cl B Stk	1,285
OPTION	\$ 6.23	12/09/2009	12/09/2018	\$.01 PV COM STK	12,690
OPTION	\$ 6.23	12/09/2009	12/09/2018	\$.01 PV CL B STK	3,363
OPTION	\$ 6.22	12/03/2010	12/03/2019	\$.01 PV COM STK	12,710
OPTION	\$ 6.22	12/03/2010	12/03/2019	\$.01 PV CL B STK	3,368
OPTION	\$ 16.81	12/02/2011	12/02/2020	\$.01 PV COM STK	5,000
OPTION	\$ 16.81	12/02/2011	12/02/2020	\$.01 PV CL B STK	1,325
OPTION	\$ 29.77	12/01/2012	12/01/2021	\$.01 PV COM STK	3,600

OPTION	\$ 29.77	12/01/2012	12/01/2021	\$.01 PV CL B STK	540
OPTION	\$ 20.15	11/29/2013	11/29/2022	\$.01 PV COM STK	6,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 130 COMMERCE WAY EAST AURORA, NY 14052			VP-FINANCE, TREASURER	

Signatures

/S/DAVID C.
BURNEY

01/22/2013

__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).

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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