

ASTRONICS CORP

Form 4

March 12, 2015

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**03/10/2015**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV Com Stk					71,823	D	
\$.01 PV Cl B Stk					301,640	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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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 Deriva Security (Instr. 3)
				Code	V	(A)	(D)	
Option	\$ 5.89					09/06/2006	03/06/2016	\$0.01 PV Com Stk 5,000
Option	\$ 5.89					09/06/2006	03/06/2016	\$0.01 PV Cl B Stk 6,384
Option	\$ 7.73					09/20/2007	03/20/2017	\$0.01 PV Com Stk 5,000
Option	\$ 7.73					09/20/2007	03/20/2017	\$0.01 PV Cl B Stk 6,384
Option	\$ 8.39					09/20/2008	03/20/2018	\$0.01 PV Com Stk 2,500
Option	\$ 8.39					09/20/2008	03/20/2018	\$0.01 PV Cl B Stk 3,193
Option	\$ 4.06					09/05/2009	03/05/2019	\$0.01 PV Com Stk 4,000
Option	\$ 4.06					09/05/2009	03/05/2019	\$0.01 PV Cl B Stk 3,286

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Option	\$ 4.85				09/02/2010	03/02/2020	\$ .01 PV Com Stk	5,000	
Option	\$ 4.85				09/02/2010	03/02/2020	\$ .01 PV Cl B Stk	4,108	
Option	\$ 11.84				08/28/2011	02/28/2021	\$ .01 PV Com Stk	2,500	
Option	\$ 11.84				08/28/2011	02/28/2021	\$ .01 PV Cl B Stk	2,054	
Option	\$ 20.83				08/28/2012	02/28/2022	\$ .01 PV Com Stk	3,000	
Option	\$ 20.83				08/28/2012	02/28/2022	\$ .01 PV Cl B Stk	1,968	
Option	\$ 19.24				08/22/2013	02/22/2023	\$ .01 PV Com Stk	3,000	
Option	\$ 19.24				08/22/2013	02/22/2023	\$ .01 PV Cl B Stk	1,320	
Option	\$ 54.47				09/03/2014	03/03/2024	\$ .01 PV Com Stk	2,000	
Option	\$ 54.47				09/03/2014	03/03/2024	\$ .01 PV Cl B Stk	400	
Option	\$ 69.78	03/10/2015	<u>A<sup>(1)</sup></u>	3,000	09/10/2015	03/10/2026	\$ .01 PV Com Stk	3,000	\$ 0

## 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

03/12/2015

\_\_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) Granted pursuant to the Company's 2005 Directors 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.

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