

KRAMER JAMES S  
Form 4  
August 23, 2011

**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 \*  
**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)  
**08/19/2011**

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
\$.01 PV Common Stock	08/19/2011		S	5,546 D \$ 25.32	64,133	D	
\$.01 PV Class B Stock					73,680	D	
\$.01 PV Common Stock					220	I	By Spouse (1)
\$.01 PV Class B Stock					194	I	By Spouse (1)

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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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(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)	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 CI 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 CI 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 CI 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	
					\$ .01	
Option	\$ 19.33		12/02/2011	12/02/2020	PV	4,400
					Com	
					Stk	
					\$ .01	
					PV	
Option	\$ 19.33		12/02/2011	12/02/2020	Cl B	440
					Stk	

## 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	08/23/2011
<u>        </u> **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.

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.