

ASTRONICS CORP  
Form 4  
December 31, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**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)  
**12/29/2014**

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)

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
\$.01 PV Com Stk	12/29/2014		G	200 D \$ 0	69,298	D	
\$.01 PV Cl B Stk					296,532	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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

Edgar Filing: ASTRONICS CORP - Form 4

**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	\$ 2.87					08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000
Option	\$ 2.87					08/28/2005	02/28/2015	\$.01 PV Cl B Stk	5,108
Option	\$ 5.89					09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000
Option	\$ 5.89					09/06/2006	03/06/2016	\$.01 PV Cl B Stk	6,384
Option	\$ 7.73					09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000
Option	\$ 7.73					09/20/2007	03/20/2017	\$.01 PV Cl B Stk	6,384
Option	\$ 8.39					09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500
Option	\$ 8.39					09/20/2008	03/20/2018	\$.01 PV	3,193

Edgar Filing: ASTRONICS CORP - Form 4

Option	\$ 4.06	09/05/2009	03/05/2019	CI B Stk \$.01 PV Com Stk	4,000
Option	\$ 4.06	09/05/2009	03/05/2019	CI B Stk \$.01 PV CI B Stk	3,286
Option	\$ 4.85	09/02/2010	03/02/2020	Com Stk \$.01 PV Com Stk	5,000
Option	\$ 4.85	09/02/2010	03/02/2020	CI B Stk \$.01 PV CI B Stk	4,108
Option	\$ 11.84	08/28/2011	02/28/2021	Com Stk \$.01 PV Com Stk	2,500
Option	\$ 11.84	08/28/2011	02/28/2021	CI B Stk \$.01 PV CI B Stk	2,054
Option	\$ 20.83	08/28/2012	02/28/2022	Com Stk \$.01 PV Com Stk	3,000
Option	\$ 20.83	08/28/2012	02/28/2022	CI B Stk \$.01 PV CI B Stk	1,968
Option	\$ 19.24	08/22/2013	02/22/2023	Com Stk \$.01 PV Com Stk	3,000
Option	\$ 19.24	08/22/2013	02/22/2023	CI B Stk \$.01 PV CI 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	Stk \$.01 PV Cl B Stk	400
--------	----------	------------	------------	-----------------------------------	-----

## 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	12/31/2014
---	------------

\_\_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).

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.