

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

1. Name and Address of Reporting Person \*  
KEANE KEVIN T

2. Issuer Name **and** Ticker or Trading Symbol  
ASTRONICS CORP [ATRO]

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)  
1801 ELMWOOD AVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/10/2014

(Check all applicable)

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

BUFFALO, NY 14207

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☐ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting Person

(City) (State) (Zip)

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               | 09/10/2014                           |                                                    | S                              |                                                                   | 27,428 | D \$ 54.16       | 36,913                                                                                        | D                                                        |                                                       |
| \$ .01 PV Com Stk               | 09/11/2014                           |                                                    | S                              |                                                                   | 3,341  | D \$ 55.02       | 33,572                                                                                        | D                                                        |                                                       |
| \$ .01 PV Cl B Stk              |                                      |                                                    |                                |                                                                   |        |                  | 1,375,357                                                                                     | D                                                        |                                                       |
| \$ .01 PV Com Stk               |                                      |                                                    |                                |                                                                   |        |                  | 58,120                                                                                        | I                                                        | By Spouse                                             |
| \$ .01 PV Cl B Stk              |                                      |                                                    |                                |                                                                   |        |                  | 131,218                                                                                       | I                                                        | By Spouse (1)                                         |

# Edgar Filing: ASTRONICS CORP - Form 4

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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |                    | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |                                        |  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------------|--------------------|-----------------------------------------------------|----------------------------------------|--|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                       | Expiration<br>Date | Title                                               | Amount<br>or<br>Number<br>of<br>Shares |  |
| Option                                              | \$ 54.47                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 09/03/2014                                                                | 03/03/2024         | \$.01<br>PV<br>Com<br>Stk                           | 2,000                                  |  |
| Option                                              | \$ 54.47                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 09/03/2014                                                                | 03/03/2024         | \$.01<br>PV<br>Cl B<br>Stk                          | 400                                    |  |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--------------------------------------------------------|---------------|-----------|---------|-------|
|                                                        | Director      | 10% Owner | Officer | Other |
| KEANE KEVIN T<br>1801 ELMWOOD AVE<br>BUFFALO, NY 14207 | X             | X         |         |       |

## Signatures

/s/David C. Burney, as Power of Attorney for Kevin T.  
Keane

09/12/2014

\*\*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).

(1) Mr. Keane disclaims any beneficial ownership in shares held 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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