

DRENNING JOHN B
 Form 4
 February 08, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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)
 02/07/2013

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 Ownership (Instr. 4)
				(A) or (D)	Price		
\$.01 PV Com Stk	02/07/2013		M	1,048	D \$ 24.61	73,947	D
\$.01 PV Com Stk	02/07/2013		M	4,970	A \$ 3.28	78,917	D
\$.01 PV Cl B Stk	02/07/2013		M	2,889	A \$ 3.28	179,434	D

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

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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 (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. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 3.28	02/07/2013		M	4,970	08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970	\$ 3.28
Option	\$ 3.28	02/07/2013		M	2,889	08/11/2003	02/11/2013	\$.01 PV Cl B Stk	2,889	\$ 3.28
Option	\$ 3.47					08/19/2004	02/19/2014	\$.01 PV Com Stk	4,000	
Option	\$ 3.47					08/19/2004	02/19/2014	\$.01 PV Cl B Stk	2,325	
Option	\$ 4.14					08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000	
Option	\$ 4.14					08/28/2005	02/28/2015	\$.01 PV Cl B Stk	2,325	
Option	\$ 8.48					09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000	
Option	\$ 8.48					09/06/2006	03/06/2016	\$.01 PV	2,906	

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						CI B Stk
Option	\$ 11.13	09/20/2007	03/20/2017			\$.01 PV Com Stk 5,000
Option	\$ 11.13	09/20/2007	03/20/2017			\$.01 PV CI B Stk 2,906
Option	\$ 12.09	09/20/2008	03/20/2018			\$.01 PV Com Stk 2,500
Option	\$ 12.09	09/20/2008	03/20/2018			\$.01 PV CI B Stk 1,453
Option	\$ 5.85	09/05/2009	03/05/2019			\$.01 PV Com Stk 4,000
Option	\$ 5.85	09/05/2009	03/05/2019			\$.01 PV CI B Stk 1,060
Option	\$ 6.98	09/02/2010	03/02/2020			\$.01 PV Com Stk 5,000
Option	\$ 6.98	09/02/2010	03/02/2020			\$.01 PV CI B Stk 1,325
Option	\$ 17.04	08/28/2011	02/28/2021			\$.01 PV Com Stk 2,500
Option	\$ 17.04	08/28/2011	02/28/2021			\$.01 PV CI B Stk 663
Option	\$ 29.99	08/28/2012	02/28/2022			\$.01 PV Com 3,000

Option	\$ 29.99								Stk
									\$.01
									PV
						08/28/2012	02/28/2022		Cl B
									450
									Stk

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	02/08/2013
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__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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