

ASTRONICS CORP  
 Form 4  
 May 28, 2014

**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 \*  
**BURNEY DAVID C**

(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)  
**05/27/2014**

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)  
**VP-FINANCE, TREASURER**

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	(D)	Price
\$.01 PV COMMON STOCK	05/27/2014		M		925	D	\$ 55.53
\$.01 PV COMMON STOCK	05/27/2014		M		10,100	A	\$ 2.68
\$.01 PV CLASS B STOCK	05/27/2014		M		9,064	A	\$ 2.68

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. Amount or Number of Shares
OPTION	\$ 2.68	05/27/2014		M	10,100	12/14/2005 12/14/2014	\$.01 PV COM STK	10,100
OPTION	\$ 2.68	05/27/2014		M	9,064	12/14/2005 12/14/2014	\$.01 PV Cl B Stk	9,064
OPTION	\$ 3.43					02/18/2006 02/18/2015	\$.01 PV COM STK	8,750
OPTION	\$ 3.43					02/18/2006 02/18/2015	\$.01 PV Cl B Stk	7,853
OPTION	\$ 5.18					12/13/2006 12/13/2015	\$.01 PV COM STK	6,900
OPTION	\$ 5.18					12/13/2006 12/13/2015	\$.01 PV Cl B Stk	6,192
OPTION	\$ 9.15					12/12/2007 12/12/2016	\$.01 PV COM STK	4,610
OPTION	\$ 9.15					12/12/2007 12/12/2016	\$.01 PV Cl B Stk	4,138

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OPTION	\$ 20.98	12/19/2008	12/19/2017	\$.01 PV COM STK	2,210
OPTION	\$ 20.98	12/19/2008	12/19/2017	\$.01 PV CL B Stk	1,984
OPTION	\$ 5.19	12/09/2009	12/09/2018	\$.01 PV COM STK	12,690
OPTION	\$ 5.19	12/09/2009	12/09/2018	\$.01 PV CL B STK	6,574
OPTION	\$ 5.18	12/03/2010	12/03/2019	\$.01 PV COM STK	12,710
OPTION	\$ 5.18	12/03/2010	12/03/2019	\$.01 PV CL B STK	6,584
OPTION	\$ 14.01	12/02/2011	12/02/2020	\$.01 PV COM STK	5,000
OPTION	\$ 14.01	12/02/2011	12/02/2020	\$.01 PV CL B STK	2,590
OPTION	\$ 24.81	12/01/2012	12/01/2021	\$.01 PV COM STK	3,600
OPTION	\$ 24.81	12/01/2012	12/01/2021	\$.01 PV CL B STK	1,368
OPTION	\$ 16.79	11/29/2013	11/29/2022	\$.01 PV COM STK	6,400
OPTION	\$ 16.79	11/29/2013	11/29/2022	\$.01 PV	1,280

									CL B
									STK
									\$.01
OPTION	\$ 51.93					12/11/2014	12/11/2023		PV
									COM
									STK
									2,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 130 COMMERCE WAY EAST AURORA, NY 14052			VP-FINANCE, TREASURER	

## Signatures

/S/DAVID C.  
BURNEY

05/28/2014

\_\_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.

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