

KRAMER JAMES S

Form 4

January 07, 2013

FORM 4
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 APPROVAL

OMB
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(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)
01/04/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP Luminescent Systems, Inc.

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV Common Stock	01/04/2013		M		1,223	D	\$ 23.81
60,399							
\$.01 PV Common Stock	01/04/2013		M		5,467	A	\$ 3.37
65,866							
\$.01 PV Class B Stock	01/04/2013		M		3,175	A	\$ 3.37
97,312							
220							
\$.01 PV Common						I	By Spouse (1)

Stock

\$.01 PV

Class B

Stock

256

I

By Spouse
(1)

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 Deriva Securi (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 3.37	01/04/2013		M	5,467	01/24/2004	01/24/2013	\$.01 PV Com Stk	5,467 \$ 3.
Option	\$ 3.37	01/04/2013		M	3,175	01/24/2004	01/24/2013	\$.01 CI B Stk	3,175 \$ 3.
Option	\$ 3.47					02/19/2005	02/19/2014	\$.01 PV Com Stk	9,400
Option	\$ 3.47					02/19/2005	02/19/2014	\$.01 PV CI B Stk	5,464
Option	\$ 3.22					12/14/2005	12/14/2014	\$.01 PV Com Stk	10,400
Option	\$ 3.22					12/14/2005	12/14/2014	\$.01 PV	6,045

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					CI B Stk	
Option	\$ 4.11	02/18/2006	02/18/2015	\$.01 PV Com Stk	8,750	
Option	\$ 4.11	02/18/2006	02/18/2015	\$.01 PV CI B Stk	5,085	
Option	\$ 6.22	12/13/2006	12/13/2015	\$.01 PV Com Stk	6,100	
Option	\$ 6.22	12/13/2006	12/13/2015	\$.01 PV CI B Stk	3,545	
Option	\$ 10.98	12/12/2007	12/12/2016	\$.01 PV Com Stk	4,030	
Option	\$ 10.98	12/12/2007	12/12/2016	\$.01 PV CI B Stk	2,341	
Option	\$ 25.17	12/19/2008	12/19/2017	\$.01 PV Com Stk	2,010	
Option	\$ 25.17	12/19/2008	12/19/2017	\$.01 PV CI B Stk	1,167	
Option	\$ 6.23	12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800	
Option	\$ 6.23	12/09/2009	12/09/2018	\$.01 PV CI B Stk	3,127	
Option	\$ 6.22	12/03/2010	12/03/2019	\$.01 PV Com	11,750	

Option	\$ 6.22	12/03/2010	12/03/2019	Stk \$.01 PV Cl B Stk	3,114
Option	\$ 16.81	12/02/2011	12/02/2020	Stk \$.01 PV Com Stk	4,350
Option	\$ 16.81	12/02/2011	12/02/2020	Stk \$.01 PV Cl B Stk	1,153
Option	\$ 29.77	12/01/2012	12/01/2021	Stk \$.01 PV Com Stk	3,200
Option	\$ 29.77	12/01/2012	12/01/2021	Stk \$.01 PV Cl B Stk	480
Option	\$ 20.15	11/29/2013	11/29/2022	Stk \$.01 PV Com Stk	5,700

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

01/07/2013

__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.

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