

PEABODY MARK
Form 4
December 13, 2011

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 *
PEABODY MARK

(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)
12/13/2011

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 below) ____ Other (specify below)

VP Astronics Advanced Electron

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	12/13/2011		S		1,200	D \$ 36.19	25,466	D	
\$.01 PV Class B Stock							9,719	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 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	\$ 4.73							02/18/2006	02/18/2015	\$.01 PV Com Stk	15,000
Option	\$ 4.73							02/18/2006	02/18/2015	\$.01 PV Cl B Stk	5,625
Option	\$ 7.15							12/13/2006	12/13/2015	\$.01 PV Com Stk	11,200
Option	\$ 7.15							12/13/2006	12/13/2015	\$.01 PV Cl B Stk	4,200
Option	\$ 12.63							12/12/2007	12/12/2016	\$.01 PV Com Stk	6,050
Option	\$ 12.63							12/12/2007	12/12/2016	\$.01 PV Cl B Stk	2,269
Option	\$ 28.95							12/19/2008	12/19/2017	\$.01 PV Com Stk	2,640
Option	\$ 28.95							12/19/2008	12/19/2017	\$.01 PV Cl B	990

				Stk	
				\$.01	
Option	\$ 7.16	12/09/2009	12/09/2018	PV	16,880
				Com	
				Stk	
				\$.01	
Option	\$ 7.16	12/09/2009	12/09/2018	PV	1,688
				Cl B	
				Stk	
				\$.01	
Option	\$ 7.15	12/03/2010	12/03/2019	PV	16,840
				Com	
				Stk	
				\$.01	
Option	\$ 7.15	12/03/2010	12/03/2019	PV	1,684
				Cl B	
				Stk	
				\$.01	
Option	\$ 19.33	12/02/2011	12/02/2020	PV	6,500
				Com	
				Stk	
				\$.01	
Option	\$ 19.33	12/02/2011	12/02/2020	PV	650
				Cl B	
				Stk	
				\$.01	
Option	\$ 34.24	12/01/2012	12/01/2021	PV	4,300
				Com	
				Stk	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEABODY MARK 130 COMMERCE WAY EAST AURORA, NY 14052			VP Astronics Advanced Electron	

Signatures

/s/David C. Burney, as Power of Attorney for Mark
Peabody

12/13/2011

__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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