

ASTRONICS CORP

Form 4

December 06, 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
Number: 3235-0287
Expires: January 31,
2005
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(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)
12/05/2011

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	12/05/2011		D		7,000	D	\$ 36.09 (1)
\$.01 PV CLASS B STOCK						D	10,872

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

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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	\$ 7.43							01/25/2003	01/25/2012	\$.01 PV COM STK	1,242	
OPTION	\$ 7.43							01/25/2003	01/25/2012	\$.01 PV Cl B Stk	466	
OPTION	\$ 3.87							01/24/2004	01/24/2013	\$.01 PV COM STK	3,727	
OPTION	\$ 3.87							01/24/2004	01/24/2013	\$.01 PV Cl B Stk	1,397	
OPTION	\$ 3.99							02/19/2005	02/19/2014	\$.01 PV COM STK	9,400	
OPTION	\$ 3.99							02/19/2005	02/19/2014	\$.01 PV Cl B Stk	3,525	
OPTION	\$ 3.7							12/14/2005	12/14/2014	\$.01 PV COM STK	10,100	
OPTION	\$ 3.7							12/14/2005	12/14/2014	\$.01 PV Cl B Stk	3,787	
OPTION	\$ 4.73							02/18/2006	02/18/2015	\$.01 PV COM	8,750	

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				STK	
				\$.01	
OPTION	\$ 4.73	02/18/2006	02/18/2015	PV Cl B Stk	3,281
				\$.01	
OPTION	\$ 7.15	12/13/2006	12/13/2015	PV COM STK	6,900
				\$.01	
OPTION	\$ 7.15	12/13/2006	12/13/2015	PV Cl B Stk	2,587
				\$.01	
OPTION	\$ 12.63	12/12/2007	12/12/2016	PV COM STK	4,610
				\$.01	
OPTION	\$ 12.63	12/12/2007	12/12/2016	PV Cl B Stk	1,729
				\$.01	
OPTION	\$ 28.95	12/19/2008	12/19/2017	PV COM STK	2,210
				\$.01	
OPTION	\$ 28.95	12/19/2008	12/19/2017	PV Cl B Stk	829
				\$.01	
OPTION	\$ 7.16	12/09/2009	12/09/2018	PV COM STK	12,690
				\$.01	
OPTION	\$ 7.16	12/09/2009	12/09/2018	PV CL B STK	1,269
				\$.01	
OPTION	\$ 7.15	12/03/2010	12/03/2019	PV COM STK	12,710
				\$.01	
OPTION	\$ 7.15	12/03/2010	12/03/2019	PV CL B STK	1,271
				\$.01	
OPTION	\$ 19.33	12/02/2011	12/02/2020	PV COM STK	5,000

OPTION	\$ 19.33	12/02/2011	12/02/2020	\$.01 PV CL B STK	500
OPTION	\$ 34.24	12/01/2012	12/01/2021	\$.01 PV COM STK	3,600

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

12/06/2011

__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).

(1) The price is an average of thirty four transactions occurring on the same date.

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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