

MCKENNA ROBERT J
Form 4
August 16, 2012

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 *
MCKENNA ROBERT J

(Last) (First) (Middle)

38 QUARTERMASTER DRIVE

(Street)

SALEM, SC 29676

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2012

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)			
			Code	V	Amount		Price
\$.01 PV Com Stk	08/15/2012		J ⁽¹⁾		8,546	A	\$ 0 8,546
						I	Robert J. McKenna Revocable Trust ⁽²⁾
\$.01 PV Cl B Stk	08/15/2012		J ⁽¹⁾		8,546	D	\$ 0 0
						I	Robert J. McKenna Revocable Trust ⁽²⁾
\$.01 PV Cl B Stk					15,909	D	

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

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SEC 1474
(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 of Derivative Security (Instr. 5)
				Code	V	(A)	(D)	
Option	\$ 4.76					08/28/2005	02/28/2015	\$.01 PV Com Stk 4,000
Option	\$ 4.76					08/28/2008	02/28/2015	\$.01 PV Cl B Stk 1,500
Option	\$ 9.75					09/06/2006	03/06/2016	\$.01 PV Com Stk 5,000
Option	\$ 9.75					09/06/2006	03/06/2016	\$.01 PV Cl B Stk 1,875
Option	\$ 12.8					09/20/2007	03/20/2017	\$.01 PV Com Stk 5,000
Option	\$ 12.8					09/20/2007	03/20/2017	\$.01 PV Cl B Stk 1,875
Option	\$ 13.9					09/20/2008	03/20/2018	\$.01 2,500

					PV Com Stk	
					\$.01	
Option	\$ 13.9		09/20/2008	03/20/2018	PV Cl B Stk	937
					\$.01	
Option	\$ 6.73		09/05/2009	03/05/2019	PV Com Stk	4,000
					\$.01	
Option	\$ 6.73		09/05/2009	03/05/2019	PV Cl B Stk	400
					\$.01	
Option	\$ 8.03		09/02/2010	03/02/2020	PV Com Stk	5,000
					\$.01	
Option	\$ 8.03		09/02/2010	03/02/2020	PV Cl B Stk	500
					\$.01	
Option	\$ 19.6		08/28/2011	02/28/2021	PV Com Stk	2,500
					\$.01	
Option	\$ 19.6		08/28/2011	02/28/2021	PV Cl B Stk	250
					\$.01	
Option	\$ 34.49		08/28/2012	02/28/2022	PV Com Stk	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNA ROBERT J 38 QUARTERMASTER DRIVE SALEM, SC 29676	X			

Signatures

/s/David C. Burney as Power of Attorney for Robert J.
McKenna

08/16/2012

__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) Conversion of Class B Stock to Common Stock.

(2) Represents shares held by the Robert J. McKenna Revocable Trust. The beneficiaries of the trust are the reporting persons immediate family. The reporting person serves as one of two trustees and shares voting and investment power.

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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