

DRENNING JOHN B
 Form 4
 October 29, 2012

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 *
DRENNING JOHN B

(Last) (First) (Middle)

**THE GUARANTY BUILDING, 140
 PEARL ST., SUITE 100**

(Street)

BUFFALO, NY 14202-4040

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
10/29/2012

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) Price			
\$.01 PV Com Stk					81,495	D	
\$.01 PV Cl B Stk	10/29/2012		J ⁽¹⁾	33,657 A \$ 0	176,545	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)

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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. 3)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Option	\$ 3.28	10/29/2012		J ⁽²⁾		0		PV Com Stk	4,970	\$ 3.28
Option	\$ 3.28	10/29/2012		J ⁽²⁾		1,025		PV Cl B Stk	2,889	\$ 3.28
Option	\$ 3.47	10/29/2012		J ⁽²⁾		0		PV Com Stk	4,000	\$ 3.47
Option	\$ 3.47	10/29/2012		J ⁽²⁾		825		PV Cl B Stk	2,325	\$ 3.47
Option	\$ 4.14	10/29/2012		J ⁽²⁾		0		PV Com Stk	4,000	\$ 4.14
Option	\$ 4.14	10/29/2012		J ⁽²⁾		825		PV Cl B Stk	2,325	\$ 4.14
Option	\$ 8.48	10/29/2012		J ⁽²⁾		0		PV Com Stk	5,000	\$ 8.48
Option	\$ 8.48	10/29/2012		J ⁽²⁾		1,031		PV Cl B Stk	2,906	\$ 8.48

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Option	\$ 11.13	10/29/2012	<u>J</u> ⁽²⁾	0	09/20/2007	03/20/2017	\$0.01 PV Com Stk	5,000	\$ 11.13
Option	\$ 11.13	10/29/2012	<u>J</u> ⁽²⁾	1,031	09/20/2007	03/20/2017	\$0.01 PV Cl B Stk	2,906	\$ 11.13
Option	\$ 12.09	10/29/2012	<u>J</u> ⁽²⁾	0	09/20/2008	03/20/2018	\$0.01 PV Com Stk	2,500	\$ 12.09
Option	\$ 12.09	10/29/2012	<u>J</u> ⁽²⁾	516	09/20/2008	03/20/2018	\$0.01 PV Cl B Stk	1,453	\$ 12.09
Option	\$ 5.85	10/29/2012	<u>J</u> ⁽²⁾	0	09/05/2009	03/05/2019	\$0.01 PV Com Stk	4,000	\$ 5.85
Option	\$ 5.85	10/29/2012	<u>J</u> ⁽²⁾	660	09/05/2009	03/05/2019	\$0.01 PV Cl B Stk	1,060	\$ 5.85
Option	\$ 6.98	10/29/2012	<u>J</u> ⁽²⁾	0	09/02/2010	03/02/2020	\$0.01 PV Com Stk	5,000	\$ 6.98
Option	\$ 6.98	10/29/2012	<u>J</u> ⁽²⁾	825	09/02/2010	03/02/2020	\$0.01 PV Cl B Stk	1,325	\$ 6.98
Option	\$ 17.04	10/29/2012	<u>J</u> ⁽²⁾	0	08/28/2011	02/28/2021	\$0.01 PV Com Stk	2,500	\$ 17.04
Option	\$ 17.04	10/29/2012	<u>J</u> ⁽²⁾	413	08/28/2011	02/28/2021	\$0.01 PV Cl B Stk	663	\$ 17.04
Option	\$ 29.99	10/29/2012	<u>J</u> ⁽²⁾	0	08/28/2012	02/28/2022	\$0.01 PV Com Stk	3,000	\$ 29.99
Option	\$ 29.99	10/29/2012	<u>J</u> ⁽²⁾	450	08/28/2012	02/28/2022		450	\$ 29.99

\$.01
PV
Cl B
Stk

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENNING JOHN B THE GUARANTY BUILDING 140 PEARL ST., SUITE 100 BUFFALO, NY 14202-4040	X			

Signatures

/s/David C. Burney as Power of Attorney for John B.
Drenning

10/29/2012

__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) Shares issued pursuant to a three-for-twenty distribution of Class B Stock to holders of both Common and Class B Stock on the record date of October 29, 2012.
 - (2) Adjusted pursuant to Class B Stock distribution declared by the Board of Directors payable on October 29, 2012 of three shares of Class B Stock for every twenty shares of Common Stock and Class B Stock.

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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