

KRAMER JAMES S
Form 4
November 30, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
11/29/2012

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)
VP Luminescent Systems, Inc.

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 Common Stock					61,622	D	
\$.01 PV Class B Stock					94,137	D	
\$.01 PV Common Stock					220	I	By Spouse ⁽¹⁾
\$.01 PV Class B Stock					256	I	By Spouse ⁽¹⁾

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Stock

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 (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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 3.37					01/24/2004	01/24/2013	\$.01 PV Com Stk	5,467
Option	\$ 3.37					01/24/2004	01/24/2013	\$.01 CI B Stk	3,175
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 CI B Stk	6,045
Option	\$ 4.11					02/18/2006	02/18/2015	\$.01	8,750

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						PV Com Stk	
Option	\$ 4.11		02/18/2006	02/18/2015	\$.01 PV Cl 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 Cl 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 Cl 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 Cl 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 Cl B Stk	3,127	
Option	\$ 6.22		12/03/2010	12/03/2019	\$.01 PV Com Stk	11,750	
Option	\$ 6.22		12/03/2010	12/03/2019	\$.01 PV	3,114	

Option	\$ 16.81					12/02/2011	12/02/2020			CI B Stk \$.01 PV Com Stk	4,350	
Option	\$ 16.81					12/02/2011	12/02/2020			CI B Stk \$.01 PV CI B Stk	1,153	
Option	\$ 29.77					12/01/2012	12/01/2021			Com Stk \$.01 PV Com Stk	3,200	
Option	\$ 29.77					12/01/2012	12/01/2021			CI B Stk \$.01 PV CI B Stk	480	
Option	\$ 20.15	11/29/2012		A ⁽²⁾	5,700	11/29/2013	11/29/2022			Stk \$.01 PV Com Stk	5,700	\$ 20

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
 11/30/2012
 **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) Mr. Kramer disclaims any beneficial interest in the shares owned by his wife.
- (2) Granted pursuant to the Company's 2011 Key Employee Stock Option Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.