

KRAMER JAMES S  
Form 4  
August 18, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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)  
08/16/2011

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 Luminescent Systems, Inc.

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	(D)	Price
\$.01 PV Common Stock					69,822	D	
\$.01 PV Class B Stock <sup>(1)</sup>	08/16/2011		J		13,045	A	\$ 0
\$.01 PV Common Stock					220	I	By Spouse <sup>(2)</sup>
\$.01 PV Class B	08/16/2011		J		37	A	\$ 0
					194	I	By Spouse <sup>(2)</sup>

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Stock <sup>(1)</sup>

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)	Title	Amount or Number of Shares	
<u>Option (3)</u>	\$ 3.87	08/16/2011		J		0		\$0.01 PV Com Stk	5,467	\$ 3.
<u>Option (3)</u>	\$ 3.87	08/16/2011		J		683		\$0.01 CI B Stk	2,050	\$ 3.
<u>Option (3)</u>	\$ 3.99	08/16/2011		J		0		\$0.01 PV Com Stk	9,400	\$ 3.
<u>Option (3)</u>	\$ 3.99	08/16/2011		J		1,175		\$0.01 PV CI B Stk	3,525	\$ 3.
<u>Option (3)</u>	\$ 3.7	08/16/2011		J		0		\$0.01 PV Com Stk	10,400	\$ 3.
<u>Option (3)</u>	\$ 3.7	08/16/2011		J		1,300		\$0.01 PV CI B Stk	3,900	\$ 3.
Option	\$ 4.73	08/16/2011		J		0		\$0.01	8,750	\$ 4.

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<u>(3)</u>								PV Com Stk		
<u>Option (3)</u>	\$ 4.73	08/16/2011	J	1,093	02/18/2006	02/18/2015	\$0.01 PV Cl B Stk	3,280	\$ 4.	
<u>Option (3)</u>	\$ 7.15	08/16/2011	J	0	12/13/2006	12/13/2015	\$0.01 PV Com Stk	6,100	\$ 7.	
<u>Option (3)</u>	\$ 7.15	08/16/2011	J	762	12/13/2006	12/13/2015	\$0.01 PV Cl B Stk	2,287	\$ 7.	
<u>Option (3)</u>	\$ 12.63	08/16/2011	J	0	12/12/2007	12/12/2016	\$0.01 PV Com Stk	4,030	\$ 12.	
<u>Option (3)</u>	\$ 12.63	08/16/2011	J	503	12/12/2007	12/12/2016	\$0.01 PV Cl B Stk	1,510	\$ 12.	
<u>Option (3)</u>	\$ 28.95	08/16/2011	J	0	12/19/2008	12/19/2017	\$0.01 PV Com Stk	2,010	\$ 28.	
<u>Option (3)</u>	\$ 28.95	08/16/2011	J	251	12/19/2008	12/19/2017	\$0.01 PV Cl B Stk	753	\$ 28.	
<u>Option (3)</u>	\$ 7.16	08/16/2011	J	0	12/09/2009	12/09/2018	\$0.01 PV Com Stk	11,800	\$ 7.	
<u>Option (3)</u>	\$ 7.16	08/16/2011	J	1,180	12/09/2009	12/09/2018	\$0.01 PV Cl B Stk	1,180	\$ 7.	
<u>Option (3)</u>	\$ 7.15	08/16/2011	J	0	12/03/2010	12/03/2019	\$0.01 PV Com Stk	11,750	\$ 7.	
<u>Option (3)</u>	\$ 7.15	08/16/2011	J	1,175	12/03/2010	12/03/2019	\$0.01 PV	1,175	\$ 7.	

Option <u>(3)</u>	\$ 19.33	08/16/2011		J	0	12/02/2011	12/02/2020	Cl B Stk	4,400	\$ 19	
Option <u>(3)</u>	\$ 19.33	08/16/2011		J	440	12/02/2011	12/02/2020	\$.01 PV Com Stk	440	\$ 19	

## 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  
 08/18/2011  
 \*\*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) Shares issued pursuant to a one-for-ten distribution of Class B Stock to holders of both Common and Class B Stock on the record date of August 16, 2011.
- (2) Mr. Kramer disclaims any beneficial interest in the shares owned by his wife.
- (3) Adjusted pursuant to Class B Stock distribution declared by the Board of Directors payable on 08/16/2011 of one share of Class B Stock for every ten shares of Common Stock and Class B Stock.

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