

PEABODY MARK
Form 4
November 30, 2012

FORM 4

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

OMB APPROVAL

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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 *
PEABODY MARK

(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 Astronics Advanced Electron

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 (D) Price			
\$.01 PV Common Stock					26,361	D	
\$.01 PV Class B Stock					15,131	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 (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	\$ 4.11					02/18/2006	02/18/2015	PV Com Stk	15,000
Option	\$ 4.11					02/18/2006	02/18/2015	PV Cl B Stk	8,719
Option	\$ 6.22					12/13/2006	12/13/2015	PV Com Stk	11,200
Option	\$ 6.22					12/13/2006	12/13/2015	PV Cl B Stk	6,510
Option	\$ 10.98					12/12/2007	12/12/2016	PV Com Stk	6,050
Option	\$ 10.98					12/12/2007	12/12/2016	PV Cl B Stk	3,517
Option	\$ 25.17					12/19/2008	12/19/2017	PV Com Stk	2,640
Option	\$ 25.17					12/19/2008	12/19/2017	PV Cl B Stk	1,535

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Option	\$ 6.23					12/09/2009	12/09/2018	\$.01 PV Com Stk	16,880	
Option	\$ 6.23					12/09/2009	12/09/2018	\$.01 PV Cl B Stk	4,473	
Option	\$ 6.22					12/03/2010	12/03/2019	\$.01 PV Com Stk	16,840	
Option	\$ 6.22					12/03/2010	12/03/2019	\$.01 PV Cl B Stk	4,463	
Option	\$ 16.81					12/02/2011	12/02/2020	\$.01 PV Com Stk	6,500	
Option	\$ 16.81					12/02/2011	12/02/2020	\$.01 PV Cl B Stk	1,723	
Option	\$ 29.77					12/01/2012	12/01/2021	\$.01 PV Com Stk	4,300	
Option	\$ 29.77					12/01/2012	12/01/2021	\$.01 PV Cl B Stk	645	
Option	\$ 20.15	11/29/2012		<u>A⁽¹⁾</u>	7,400	11/29/2013	11/29/2022	\$.01 PV Com Stk	7,400	\$ 20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEABODY MARK 130 COMMERCE WAY EAST AURORA, NY 14052			VP Astronics Advanced Electron	

Signatures

/s/David C. Burney, as Power of Attorney for Mark
Peabody

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) 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.