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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): February 21, 2014**

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**ASTRONICS CORPORATION**

(Exact name of registrant as specified in its charter)

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**New York**  
(State or Other Jurisdiction  
of Incorporation)

**0-7087**  
(Commission  
File Number)

**16-0959303**  
(I.R.S. Employer  
Identification No.)

**130 Commerce Way**  
**East Aurora, New York**  
(Address of principal executive offices)

**14052**  
(Zip Code)

**Registrant's telephone number, including area code: (716) 805-1599**

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below)

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

James S. Kramer, Astronics Corporation Executive Vice President, has determined to monetize a portion of his equity position in the Registrant's common stock in a systematic, non-discretionary manner with minimal market impact and in accordance with applicable law and regulations.

Accordingly, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, Mr. Kramer, adopted a written plan on February 19, 2014 relating to future sales of the Registrant's common stock. Mr. Kramer's plan will begin on April 1, 2014 and will continue for one year, unless sooner terminated. Under Mr. Kramer's plan, he will place an order to sell shares of the Registrant's common stock on the open market and at prevailing market prices, subject to a price floor as follows:

Effective Date of Order	Number of Common Shares	Expiration Date of Order
04/01/2014	6,000	03/31/2015
05/01/2014	6,000	03/31/2015
06/01/2014	3,000	03/31/2015
07/16/2014	3,000	03/31/2015
09/01/2014	3,000	03/31/2015
11/01/2014	3,000	03/31/2015
01/06/2015	3,000	03/31/2015
02/01/2015	3,000	03/31/2015

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Astronics Corporation**

Dated: February 21, 2014

By: /s/ David C. Burney

Name: David C. Burney  
Vice President and Chief Financial Officer