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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5 hours per response...

Check this box if no longer subject to Section 16. Form 4 or

Option

Option

Option

\$ 12.63

\$ 28.95

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

| may c | 5 obligations ontinue. See ction 1(b). | | pursuant to Section | | | curities t Compa | | | | 4 or S | ection 30(| h) of the | | | |
|---|--|---|------------------------------|---|------|---------------------|---|----------------------------------|---|--|---|--------------------------------------|---|---|-------|
| (Print or Ty | pe Response | es) | | | | | | | | | | | | | |
| 1. Name and Address of Reporting Person *- PEABODY MARK | | | | 2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO] | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| (Last) (First) (Middle) 130 COMMERCE WAY | | | | 3. Date of Earliest Transaction (Month/Day/Year) 10/01/2012 | | | | | | Director10% Owner X Officer (give title below) Other (specify below) VP Astronics Advanced Electron | | | | | |
| | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City | /) | (State) | (Zip) | | Ta | ble I - N | on-Der | ivative | Securities | s Acqu | ired, Dispo | sed of, or B | eneficially Ov | vned | |
| 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 Acquire (A) or Disposed of (I (Instr. 3, 4 and 5) (A) or Amount (D) Price | | of (D) | D) Beneficially Owned Follow Reported Transaction(s) (Instr. 3 and 4) | | ollowing (Control of the Control of | Ownership form: | Beneficial Ownership | | | | |
| \$.01 PV Common Stock (1) 10/01/2012 | | | | | A | | 895 | Δ | \$ 23.76 | 26,361 | | I | | | |
| \$.01 PV | Class B Sto | ock | | | | | | | | | 9,719 | | Ι |) | |
| 1. Title of Derivative Security (Instr. 3) | Conversion | 3. Transaction Date (Month/Day/Y | 3A. Deemed Execution Date | (e.g., puts, calls, walls, w | | Number | 6. Date Expirat | expiration Date Month/Day/Year) | | 7. Ar Ur Se | Title and mount of nderlying curities astr. 3 and 4 | Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4) | Ownershi Form of Derivativ Security: Direct (D or Indirect | O) ct |
| | | | | Code | V (A | A) (D) | Date Exercis | sable | Expiration Date | n Ti | Amoun or Number of Shares | | | | |
| Option | \$ 4.73 | | | | | | 02/18/ | /2006 | 02/18/20 | 015 P | 01 V om tk |) | 15,000 | D | |
| Option | \$ 4.73 | | | | | | 02/18/ | /2006 | 02/18/20 | 113 C | 01 V 1 B tk 5,625 | | 5,625 | D | |
| Option | \$ 7.15 | | | | | | 12/13/ | /2006 | 12/13/20 | 113 C | 01 V om tk | | 11,200 | D | |
| Option | \$ 7.15 | | | | | | 12/13/ | /2006 | 12/13/20 | (13 C | 01 V 1 B tk 4,200 | | 4,200 | D | |
| Option | \$ 12.63 | | | | | | 12/12/ | /2007 | 12/12/20 | | 01 V om 6,050 | | 6,050 | D | |

2,269

2,640

Stk \$.01 PV

Cl B Stk \$.01 PV

Com

12/12/2007 12/12/2016

12/19/2008 12/19/2017

2,269

2,640

D

D

| | | | | | | Stk | | | | |
|--------|----------|--|--|------------|------------|----------------------------|--------|--------|---|--|
| Option | \$ 28.95 | | | 12/19/2008 | 12/19/2017 | \$.01 PV Cl B Stk | 990 | 990 | D | |
| Option | \$ 7.16 | | | 12/09/2009 | 12/09/2018 | \$.01 PV Com Stk | 16,880 | 16,880 | D | |
| Option | \$ 7.16 | | | 12/09/2009 | 12/09/2018 | \$.01 PV Cl B Stk | 1,688 | 1,688 | D | |
| Option | \$ 7.15 | | | 12/03/2010 | 12/03/2019 | \$.01 PV Com Stk | 16,840 | 16,840 | D | |
| Option | \$ 7.15 | | | 12/03/2010 | 12/03/2019 | \$.01 PV Cl B Stk | 1,684 | 1,684 | D | |
| Option | \$ 19.33 | | | 12/02/2011 | 12/02/2020 | \$.01 PV Com Stk | 6,500 | 6,500 | D | |
| Option | \$ 19.33 | | | 12/02/2011 | 12/02/2020 | \$.01 PV Cl B Stk | 650 | 650 | D | |
| Option | \$ 34.24 | | | 12/01/2012 | 12/01/2021 | \$.01 PV Com Stk | 4,300 | 4,300 | D | |

Reporting Owners

| D | Relationships | | | | | | | | |
|---|---------------|-----------|--------------------------------|-------|--|--|--|--|--|
| Reporting Owner Name / Address | 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 | 10/01/2012 |
|---|------------|
| **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) Acquired shares via exercise of subscription agreement under employee stock purchase 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.