

# FORM 4

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

OMB APPROVAL	
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>PEABODY MARK</b>			2. Issuer Name and Ticker or Trading Symbol <b>ASTRONICS CORP [ATRO]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>VP Astronics Advanced Electron</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>09/30/2013</b>					
130 COMMERCE WAY								
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
EAST AURORA, NY 14052								
(City)			(State)			(Zip)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
\$.01 PV Common Stock (1)	09/30/2013		A		811	A	\$ 22.76	27,172	D	
\$.01 PV Class B Stock	09/30/2013		A		122	A	\$ 22.76	15,253	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Acquired (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. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Option	\$ 4.11							02/18/2006	02/18/2015	\$.01 PV Com Stk	15,000	15,000	D	
Option	\$ 4.11							02/18/2006	02/18/2015	\$.01 PV Cl B Stk	8,719	8,719	D	
Option	\$ 6.22							12/13/2006	12/13/2015	\$.01 PV Com Stk	11,200	11,200	D	
Option	\$ 6.22							12/13/2006	12/13/2015	\$.01 PV Cl B Stk	6,510	6,510	D	
Option	\$ 10.98							12/12/2007	12/12/2016	\$.01 PV Com Stk	6,050	6,050	D	
Option	\$ 10.98							12/12/2007	12/12/2016	\$.01 PV Cl B Stk	3,517	3,517	D	
										\$.01 PV				

Option	\$ 25.17							12/19/2008	12/19/2017	Com Stk	2,640		2,640	D	
Option	\$ 25.17							12/19/2008	12/19/2017	\$.01 PV Cl B Stk	1,535		1,535	D	
Option	\$ 6.23							12/09/2009	12/09/2018	\$.01 PV Com Stk	16,880		16,880	D	
Option	\$ 6.23							12/09/2009	12/09/2018	\$.01 PV Cl B Stk	4,473		4,473	D	
Option	\$ 6.22							12/03/2010	12/03/2019	\$.01 PV Com Stk	16,840		16,840	D	
Option	\$ 6.22							12/03/2010	12/03/2019	\$.01 PV Cl B Stk	4,463		4,463	D	
Option	\$ 16.81							12/02/2011	12/02/2020	\$.01 PV Com Stk	6,500		6,500	D	
Option	\$ 16.81							12/02/2011	12/02/2020	\$.01 PV Cl B Stk	1,723		1,723	D	
Option	\$ 29.77							12/01/2012	12/01/2021	\$.01 PV Com Stk	4,300		4,300	D	
Option	\$ 29.77							12/01/2012	12/01/2021	\$.01 PV Cl B Stk	645		645	D	
Option	\$ 20.15							11/29/2013	11/29/2022	\$.01 PV Com Stk	7,400		7,400	D	

## 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		10/02/2013
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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.

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