

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 * BURNEY DAVID C			2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO]			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) _____ VP-FINANCE, TREASURER		
(Last) (First) (Middle) 130 COMMERCE WAY			3. Date of Earliest Transaction (Month/Day/Year) 02/17/2014					
(Street) EAST AURORA, NY 14052			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		
(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	02/17/2014		M		9,400	A	\$ 2.89	30,473	D	
\$.01 PV CLASS B STOCK	02/17/2014		M		8,437	A	\$ 2.89	34,018	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 Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
OPTION	\$ 2.89	02/17/2014		M		9,400		02/19/2005	02/19/2014	\$.01 PV COM STK	9,400	\$ 2.89	0	D	
OPTION	\$ 2.89	02/17/2014		M		8,437		02/19/2005	02/19/2014	\$.01 PV Cl B Stk	8,437	\$ 2.89	0	D	
OPTION	\$ 2.68							12/14/2005	12/14/2014	\$.01 PV COM STK	10,100		10,100	D	
OPTION	\$ 2.68							12/14/2005	12/14/2014	\$.01 PV Cl B Stk	9,064		9,064	D	
OPTION	\$ 3.43							02/18/2006	02/18/2015	\$.01 PV COM STK	8,750		8,750	D	
OPTION	\$ 3.43							02/18/2006	02/18/2015	\$.01 PV Cl B Stk	7,853		7,853	D	
OPTION	\$ 5.18							12/13/2006	12/13/2015	\$.01 PV COM STK	6,900		6,900	D	
										\$.01					

OPTION	\$ 5.18							12/13/2006	12/13/2015	PV CL B Stk	6,192		6,192	D	
OPTION	\$ 9.15							12/12/2007	12/12/2016	\$.01 PV COM STK	4,610		4,610	D	
OPTION	\$ 9.15							12/12/2007	12/12/2016	\$.01 PV CL B Stk	4,138		4,138	D	
OPTION	\$ 20.98							12/19/2008	12/19/2017	\$.01 PV COM STK	2,210		2,210	D	
OPTION	\$ 20.98							12/19/2008	12/19/2017	\$.01 PV CL B Stk	1,984		1,984	D	
OPTION	\$ 5.19							12/09/2009	12/09/2018	\$.01 PV COM STK	12,690		12,690	D	
OPTION	\$ 5.19							12/09/2009	12/09/2018	\$.01 PV CL B STK	6,574		6,574	D	
OPTION	\$ 5.18							12/03/2010	12/03/2019	\$.01 PV COM STK	12,710		12,710	D	
OPTION	\$ 5.18							12/03/2010	12/03/2019	\$.01 PV CL B STK	6,584		6,584	D	
OPTION	\$ 14.01							12/02/2011	12/02/2020	\$.01 PV COM STK	5,000		5,000	D	
OPTION	\$ 14.01							12/02/2011	12/02/2020	\$.01 PV CL B STK	2,590		2,590	D	
OPTION	\$ 24.81							12/01/2012	12/01/2021	\$.01 PV COM STK	3,600		3,600	D	
OPTION	\$ 24.81							12/01/2012	12/01/2021	\$.01 PV CL B STK	1,368		1,368	D	
OPTION	\$ 16.79							11/29/2013	11/29/2022	\$.01 PV COM STK	6,400		6,400	D	
OPTION	\$ 16.79							11/29/2013	11/29/2022	\$.01 PV CL B STK	1,280		1,280	D	
OPTION	\$ 51.93	12/11/2013			A(D)	2,600		12/11/2014	12/11/2023	\$.01 PV COM STK	2,600	\$ 51.93	2,600	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 130 COMMERCE WAY EAST AURORA, NY 14052			VP-FINANCE, TREASURER	

Signatures

/S/DAVID C. BURNEY		02/19/2014
<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) 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.

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