

FORM 4

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

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

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 * MCKENNA ROBERT J | | | 2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/05/2014 | | | 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 | | |
| 38 QUARTERMASTER DRIVE | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | | | |
| (Street) | | | | | | | | |
| SALEM, SC 29676 | | | | | | | | |
| (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 Com Stk | 03/05/2014 | | M | | 2,520 | D | \$ 71.96 | 25 | I | Robert J McKenna Revocable Trust (U) |
| \$.01 PV Com Stk | 03/05/2014 | | M | | 4,000 | A | \$ 3.45 | 4,025 | I | Robert J McKenna Revocable Trust (U) |
| \$.01 PV Com Stk | 03/05/2014 | | M | | 5,000 | A | \$ 7.07 | 9,025 | I | Robert J McKenna Revocable Trust (U) |
| \$.01 PV Com Stk | 03/05/2014 | | M | | 5,000 | A | \$ 9.28 | 14,025 | I | Robert J McKenna Revocable Trust (U) |
| \$.01 PV Com Stk | 03/05/2014 | | J | | 12,564 | A | \$ 0 | 26,589 | I | Robert J McKenna Revocable Trust (U) |
| \$.01 PV Cl B Stk | 03/05/2014 | | M | | 3,590 | A | \$ 3.45 | 3,590 | I | Robert J McKenna Revocable Trust (U) |
| \$.01 PV Cl B Stk | 03/05/2014 | | M | | 4,487 | A | \$ 7.07 | 8,077 | I | Robert J McKenna Revocable Trust (U) |
| \$.01 PV Cl B Stk | 03/05/2014 | | M | | 4,487 | A | \$ 9.28 | 12,564 | I | Robert J McKenna Revocable Trust (U) |
| \$.01 PV Cl B Stk | 03/05/2014 | | J | | 12,564 | D | \$ 0 | 0 | I | Robert J McKenna Revocable Trust (U) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 | 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 | 10. Ownership Form of Derivative Security: Direct (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|-----------------------------------|---|---|--|---|---|---|---|
|---|--|---|---|-----------------------------------|---|---|--|---|---|---|---|


| | | | | Disposed of (D) (Instr. 3, 4, and 5) | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Reported Transaction(s) (Instr. 4) | or Indirect (I) (Instr. 4) | | |
|--------|----------|------------|--|--------------------------------------|---|-----|-------|------------------|-----------------|-------------------|----------------------------|------------------------------------|----------------------------|---|--|
| | | | | Code | V | (A) | (D) | | | | | | | | |
| Option | \$ 3.45 | 03/05/2014 | | M | | | 4,000 | 08/28/2005 | 02/28/2015 | \$.01 PV Com Stk | 4,000 | \$ 3.45 | 0 | D | |
| Option | \$ 3.45 | 03/05/2014 | | M | | | 3,590 | 08/28/2005 | 02/28/2015 | \$.01 PV Cl B Stk | 3,590 | \$ 3.45 | 0 | D | |
| Option | \$ 7.07 | 03/05/2014 | | M | | | 5,000 | 09/06/2006 | 03/06/2016 | \$.01 PV Com Stk | 5,000 | \$ 7.07 | 0 | D | |
| Option | \$ 7.07 | 03/05/2014 | | M | | | 4,487 | 09/06/2006 | 03/06/2016 | \$.01 PV Cl B Stk | 4,487 | \$ 7.07 | 0 | D | |
| Option | \$ 9.28 | 03/05/2014 | | M | | | 5,000 | 09/20/2007 | 03/20/2017 | \$.01 PV Com Stk | 5,000 | \$ 9.28 | 0 | D | |
| Option | \$ 9.28 | 03/05/2014 | | M | | | 4,487 | 09/20/2007 | 03/20/2017 | \$.01 PV Cl B Stk | 4,487 | \$ 9.28 | 0 | D | |
| Option | \$ 10.08 | | | | | | | 09/20/2008 | 03/20/2018 | \$.01 PV Com Stk | 2,500 | | 2,500 | D | |
| Option | \$ 10.08 | | | | | | | 09/20/2008 | 03/20/2018 | \$.01 PV Cl B Stk | 2,244 | | 2,244 | D | |
| Option | \$ 4.88 | | | | | | | 09/05/2009 | 03/05/2019 | \$.01 PV Com Stk | 4,000 | | 4,000 | D | |
| Option | \$ 4.88 | | | | | | | 09/05/2009 | 03/05/2019 | \$.01 PV Cl B Stk | 2,072 | | 2,072 | D | |
| Option | \$ 5.82 | | | | | | | 09/02/2010 | 03/02/2020 | \$.01 PV Com Stk | 5,000 | | 5,000 | D | |
| Option | \$ 5.82 | | | | | | | 09/02/2010 | 03/02/2020 | \$.01 PV Cl B Stk | 2,590 | | 2,590 | D | |
| Option | \$ 14.2 | | | | | | | 08/28/2011 | 02/28/2021 | \$.01 PV Com Stk | 2,500 | | 2,500 | D | |
| Option | \$ 14.2 | | | | | | | 08/28/2011 | 02/28/2021 | \$.01 PV Cl B Stk | 1,296 | | 1,296 | D | |
| Option | \$ 24.99 | | | | | | | 08/28/2012 | 02/28/2022 | \$.01 PV Com Stk | 3,000 | | 3,000 | D | |
| Option | \$ 24.99 | | | | | | | 08/28/2012 | 02/28/2022 | \$.01 PV Cl B Stk | 1,140 | | 1,140 | D | |

| | | | | | | | | | | | | | | | |
|--------|----------|--|--|--|--|--|--|------------|------------|----------------------------|-------|--|-------|---|--|
| Option | \$ 23.08 | | | | | | | 08/22/2013 | 02/22/2023 | \$.01 PV Com | 3,000 | | 3,000 | D | |
| Option | \$ 23.08 | | | | | | | 08/22/2013 | 02/22/2023 | \$.01 PV Cl B Stk | 600 | | 600 | D | |
| Option | \$ 65.36 | | | | | | | 09/03/2014 | 03/03/2024 | \$.01 PV Com Stk | 2,000 | | 2,000 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCKENNA ROBERT J 38 QUARTERMASTER DRIVE SALEM, SC 29676 | X | | | |

Signatures

| | | |
|---|--|------------|
| /s/David C. Burney as Power of Attorney for Robert J. McKenna | | 03/07/2014 |
|  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) Represents shares held by the Robert J. McKenna Revocable Trust. The beneficiaries of the trust are the reporting persons immediate family. The reporting person serves as one of two trustees and shares voting and investment power.

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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