

# 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) _____ <b>VP-FINANCE, TREASURER</b>		
(Last) (First) (Middle) 130 COMMERCE WAY			3. Date of Earliest Transaction (Month/Day/Year) 05/27/2014			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		
(Street) EAST AURORA, NY 14052			4. If Amendment, Date Original Filed (Month/Day/Year)					
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	05/27/2014		M		925	D	\$ 55.53	29,548	D	
\$.01 PV COMMON STOCK	05/27/2014		M		10,100	A	\$ 2.68	39,648	D	
\$.01 PV CLASS B STOCK	05/27/2014		M		9,064	A	\$ 2.68	43,082	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	Title	Amount or Number of Shares				
OPTION	\$ 2.68	05/27/2014		M		10,100		12/14/2005	12/14/2014	\$.01 PV COM STK	10,100	\$ 2.68	0	D	
OPTION	\$ 2.68	05/27/2014		M		9,064		12/14/2005	12/14/2014	\$.01 PV Cl B Stk	9,064	\$ 2.68	0	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	
OPTION	\$ 5.18							12/13/2006	12/13/2015	\$.01 PV Cl B Stk	6,192		6,192	D	
										\$.01					

OPTION	\$ 9.15							12/12/2007	12/12/2016	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							12/11/2014	12/11/2023	\$.01 PV COM STK	2,600		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	05/28/2014
	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).

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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