

# 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 * DRENNING JOHN B			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) THE GUARANTY BUILDING, 140 PEARL ST., SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 09/05/2014					
(Street) BUFFALO, NY 14202-4040			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)			<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 Com Stk								74,498	D	
\$.01 PV Cl B Stk	09/05/2014		J(1)		61,838	A	\$ 0	296,532	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	\$ 2.87							08/28/2005	02/28/2015	\$.01 PV Com Stk		4,000	D	
Option	\$ 2.87	09/05/2014		J(1)		1,518		08/28/2005	02/28/2015	\$.01 PV Cl B Stk	\$ 0	5,108	D	
Option	\$ 5.89							09/06/2006	03/06/2016	\$.01 PV Com Stk		5,000	D	
Option	\$ 5.89	09/05/2014		J(1)		1,897		09/06/2006	03/06/2016	\$.01 PV Cl B Stk	\$ 0	6,384	D	
Option	\$ 7.73							09/20/2007	03/20/2017	\$.01 PV Com Stk		5,000	D	
Option	\$ 7.73	09/05/2014		J(1)		1,897		09/20/2007	03/20/2017	\$.01 PV Cl B Stk	\$ 0	6,384	D	
Option	\$ 8.39							09/20/2008	03/20/2018	\$.01 PV Com		2,500	D	

Option	\$ 8.39	09/05/2014		<a href="#">j(1)</a>	949	09/20/2008	03/20/2018	Stk \$.01 PV Cl B Stk	3,193	\$ 0	3,193	D	
Option	\$ 4.06					09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000		4,000	D	
Option	\$ 4.06	09/05/2014		<a href="#">j(1)</a>	1,214	09/05/2009	03/05/2019	\$.01 PV Cl B Stk	3,286	\$ 0	3,286	D	
Option	\$ 4.85					09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000		5,000	D	
Option	\$ 4.85	09/05/2014		<a href="#">j(1)</a>	1,518	09/02/2010	03/02/2020	\$.01 PV Cl B Stk	4,108	\$ 0	4,108	D	
Option	\$ 11.84					08/28/2011	02/28/2021	\$.01 PV Com Stk	2,500		2,500	D	
Option	\$ 11.84	09/05/2014		<a href="#">j(1)</a>	759	08/28/2011	02/28/2021	\$.01 PV Cl B Stk	2,054	\$ 0	2,054	D	
Option	\$ 20.83					08/28/2012	02/28/2022	\$.01 PV Com Stk	3,000		3,000	D	
Option	\$ 20.83	09/05/2014		<a href="#">j(1)</a>	828	08/28/2012	02/28/2022	\$.01 PV Cl B Stk	1,968	\$ 0	1,968	D	
Option	\$ 19.24					08/22/2013	02/22/2023	\$.01 PV Com Stk	3,000		3,000	D	
Option	\$ 19.24	09/05/2014		<a href="#">j(1)</a>	720	08/22/2013	02/22/2023	\$.01 PV Cl B Stk	1,320	\$ 0	1,320	D	
Option	\$ 54.47					09/03/2014	03/03/2024	\$.01 PV Com Stk	2,000		2,000	D	
Option	\$ 54.47	09/05/2014		<a href="#">j(1)</a>	400	09/03/2014	03/03/2024	\$.01 PV Cl B Stk	400	\$ 0	400	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENNING JOHN B THE GUARANTY BUILDING 140 PEARL ST., SUITE 100 BUFFALO, NY 14202-4040	X			

## Signatures

/s/David C. Burney as Power of Attorney for John B. Drenning		09/08/2014
<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)** Shares issued pursuant to a one-for-five distribution of Class B stock to holders of both Common and Class B stock on the record date of September 5, 2014.

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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