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

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

Check this box if no longer subject to Section 16. Form 4 or

Option

Option

\$ 9.15

\$ 20.98

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

may c	continue. See action 1(b).		oursuant to Section				Exchar any Act	_		or Se	ection 30(l	n) of the			
(Print or Type Responses)  1. Name and Address of Reporting Person *- PEABODY MARK				2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 130 COMMERCE WAY				3. Date of Earliest Transaction (Month/Day/Year) 02/20/2014						Director 10% Owner  X Officer (give title below) Other (specify below)  VP Astronics Advanced Electron  6. Individual or Joint/Group Filing(Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person					
				4. If Amendment, Date Original Filed(Month/Day/Year)											
-	(City) (State) (Zip)			Table I - Non-Derivative Securities Acqui						ired, 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)		Code (Instr. 8)		(Instr. 3, 4 and 5) (A) or		of (D)	D) Beneficially Owned Fo Reported Transaction(s (Instr. 3 and 4)		ollowing (is) I	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
\$.01 PV	\$.01 PV Common Stock		02/20/2014			Code	e V	4,105	)5 D	Price \$ 61.5	19,367			Instr. 4)	
\$.01 PV	Class B Sto	ock									23,738	3		D	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise (Month/Day/Y) Price of Derivative Security		3A. Deemed Execution Date	4. 5. Code Code Code Code Code Code Code Code		Number 6. Date		ion Date //Day/Year)		7. An Un Sec	Title and nount of iderlying curities str. 3 and 4)	Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownersh Form of Derivativ Security: Direct (D or Indirect	Ownership (Instr. 4)
				Code	V (.	A) (D)	Date Exercis		Expiration Date	Tit	Amount or Number of Shares				
Option	\$ 3.43						02/18/	2006	02/18/20	15 St	V om 13,600		13,600	D	
Option	\$ 3.43						02/18/	2006	02/18/20	15 P Cl St	V B 13,463		13,463	D	
Option	\$ 5.18						12/13/	2006	12/13/20	15 St	V om 11,200		11,200	D	
Option	\$ 5.18						12/13/	2006	12/13/20	15 St	V B 10,052		10,052	D	
Option	\$ 9.15						12/12/	2007	12/12/20	16 P'Cc	V 6.050		6,050	D	

Stk \$.01 PV

Cl B Stk\$.01 PV

Com

5,430

2,640

5,430

2,640

D

D

12/12/2007 12/12/2016

12/19/2008 12/19/2017

					Stk				
Option	\$ 20.98		12/19/2008	12/19/2017	\$.01 PV Cl B Stk	2,370	2,370	D	
Option	\$ 5.19		12/09/2009	12/09/2018	Stk	16,880	16,880	D	
Option	\$ 5.19		12/09/2009	12/09/2018	\$.01 PV Cl B Stk	8,744	8,744	D	
Option	\$ 5.18		12/03/2010	12/03/2019	\$.01 PV Com Stk	16,840	16,840	D	
Option	\$ 5.18		12/03/2010	12/03/2019	\$.01 PV Cl B Stk	8,724	8,724	D	
Option	\$ 14.01		12/02/2011	12/02/2020	\$.01 PV Com Stk	6,500	6,500	D	
Option	\$ 14.01		12/02/2011	12/02/2020	\$.01 PV Cl B Stk	3,368	3,368	D	
Option	\$ 24.81		12/01/2012	12/01/2021	\$.01 PV Com Stk	4,300	4,300	D	
Option	\$ 24.81		12/01/2012	12/01/2021	\$.01 PV Cl B Stk	1,634	1,634	D	
Option	\$ 16.79		11/29/2013	11/29/2022	\$.01 PV Com Stk	7,400	7,400	D	
Option	\$ 16.79		11/29/2013	11/29/2022	\$.01 PV Cl B Stk	1,480	1,480	D	
Option	\$ 51.93		12/11/2014	12/11/2023	\$.01 PV Com Stk	2,990	2,990	D	

## **Reporting Owners**

D. C. O. N. (411)	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
PEABODY MARK								
130 COMMERCE WAY			VP Astronics Advanced Electron					
EAST AURORA, NY 14052								

# Signatures

/s/David C. Burney, as Power of Attorney for Mark Peabody	02/24/2014
Signature of Reporting Person	Date

# **Explanation of Responses:**

- $\star$  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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.	