# 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 Ty	pe Response	es)															
	nd Address o	f Reporting Perso S	n <u>*</u>	2. Issuer Name ASTRONICS				ling Symb	ool		5. Relations		rting Person(s				
130 COM	MERCE V	(First) WAY	(Middle)	3. Date of Earlies 12/11/2014	st Transac	tion (	Moı	nth/Day/Y	ear)			give title below VP Lumi		er (specify be	low)		
(Street) EAST AURORA, NY 14052				4. If Amendment, Date Original Filed(Month/Day/Year)								6. Individual or Joint/Group Filing(Check Applicable Line)  X_ Form filed by One Reporting Person  Form filed by More than One Reporting Person					
(City	/)	(State)	(Zip)	ŗ	Гable I - 1	Non-	Deri	vative Se	curities	Acqu	ired, Dispos	ed of, or Be	eneficially Ov	vned			
1.Title of S (Instr. 3)	Security		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yes	(Instr.			4. Securi (A) or D: (D) (Instr. 3,	isposed (4 and 5)	of	5. Amount of Beneficially Reported Tr (Instr. 3 and	Owned Fol	llowing (	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Cod	le	V	Amount	(A) or (D)	Price	:			I) Instr. 4)			
\$.01 PV (	Common S	tock									62,702		I	)			
\$.01 PV (	Class B Sto	ock									191,194		I	)			
\$.01 PV (	Common S	tock									220		I		By Spouse (1)		
\$.01 PV (	Class B Sto	ock									465		I		By Spouse (1)		
Reminder:	Report on a	separate line for 6	ach class of securit	ies beneficially o	wned dire	ctly o	or in	directly.									
						C	onta	ained in	this for	m ar	the collecti e not requir ently valid C	ed to resp	ond unless		1474 (9-02)		
				Derivative Secur													
	Conversion	3. Transaction Date (Month/Day/Yes	3A. Deemed Execution Date,	if Transaction Code ar) (Instr. 8)	5. Number	6. I Ex	Date pirat	Exercisal ion Date	ole and	7. A U Se			9. Number of Derivative Securities Beneficially Owned Following		ve Ownershi : (Instr. 4)		

Derivativ Security (Instr. 3)	e Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code		of Deriva Securit Acquit (A) or Dispos of (D) (Instr. and 5)	ties ed sed	Expiration Da (Month/Day/ <sup>3</sup>		Amou Under Secur (Instr.	lying	Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Derivative Security: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option	\$ 2.86							02/18/2006	02/18/2015	\$.01 PV Com Stk	4,550		4,550	D	
Option	\$ 2.86							02/18/2006	02/18/2015	\$.01 PV Cl B Stk	10,334		10,334	D	
Option	\$ 4.32							12/13/2006	12/13/2015	\$.01 PV Com Stk	6,100		6,100	D	
Option	\$ 4.32							12/13/2006	12/13/2015	\$.01 PV Cl B Stk	7,790		7,790	D	
Option	\$ 7.62							12/12/2007	12/12/2016	\$.01 PV Com Stk	4,030		4,030	D	
Option	\$ 7.62							12/12/2007	12/12/2016	\$.01 PV	5,146		5,146	D	

								Cl B Stk					
Option	\$ 17.48					12/19/2008	12/19/2017	\$.01 PV Com Stk	2,010		2,010	D	
Option	\$ 17.48					12/19/2008	12/19/2017	\$.01 PV Cl B Stk	2,567		2,567	D	
Option	\$ 4.33					12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800		11,800	D	
Option	\$ 4.33					12/09/2009	12/09/2018	\$.01 PV Cl B Stk	9,695		9,695	D	
Option	\$ 4.32					12/03/2010	12/03/2019	\$.01 PV Com Stk	11,750		11,750	D	
Option	\$ 4.32					12/03/2010	12/03/2019	\$.01 PV Cl B Stk	9,654		9,654	D	
Option	\$ 11.67					12/02/2011	12/02/2020	\$.01 PV Com Stk	4,350		4,350	D	
Option	\$ 11.67					12/02/2011	12/02/2020	\$.01 PV Cl B Stk	3,574		3,574	D	
Option	\$ 20.68					12/01/2012	12/01/2021	\$.01 PV Com Stk	3,200		3,200	D	
Option	\$ 20.68					12/01/2012	12/01/2021	\$.01 PV Cl B Stk	2,099		2,099	D	
Option	\$ 13.99					11/29/2013	11/29/2022	\$.01 PV Com Stk	5,700		5,700	D	
Option	\$ 13.99					11/29/2013	11/29/2022	\$.01 PV Cl B Stk	2,508		2,508	D	
Option	\$ 43.28					12/11/2014	12/11/2023	Stk	2,330		2,330	D	
Option	\$ 43.28					12/11/2014	12/11/2023	Stk	466		466	D	
Option	\$ 46.89	12/11/2014	A <sup>(2)</sup>	2,72	20	12/11/2015	12/11/2024	\$.01 PV Com Stk	2,720	\$ 0	2,720	D	

### **Reporting Owners**

D ( O N / 11)			Relationships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
KRAMER JAMES S				
130 COMMERCE WAY			VP Luminescent Systems, Inc.	
EAST AURORA, NY 14052				

~ig.i.u.u. es	
/s/David C. Burney, as Power of Attorney for James S. Kramer	12/15/2014
<sup>**</sup> Signature of Reporting Person	Date

### **Explanation of Responses:**

Signatures

- \* 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) Mr. Kramer disclaims any beneficial interest in the shares owned by his wife.
- (2) Granted pursuant to the Company's 2011 Key Employee Stock Option Plan.

 $Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, {\it see} \ Instruction 6 for procedure.$ 

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.