

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2012-10-08**  
SEC Accession No. [0001209191-13-002689](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### BRADY ROBERT T

CIK:[1020325](#) | State of Incorporation: **NY** | Fiscal Year End: **0630**  
Type: **4** | Act: **34** | File No.: [000-07087](#) | Film No.: **13520790**  
SIC: **3620** Electrical industrial apparatus

Mailing Address  
286 GREENWOOD CT  
EAST AURORA NY 14052

### ISSUER

#### ASTRONICS CORP

CIK:[8063](#) | IRS No.: **160959303** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
SIC: **3728** Aircraft parts & auxiliary equipment, nec

Mailing Address  
130 COMMERCE WAY  
-  
EAST AURORA NY  
14052-2191

Business Address  
130 COMMERCE WAY  
-  
EAST AURORA NY  
14052-2191  
716-805-1599

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>BRADY ROBERT T</b>			2. Issuer Name and Ticker or Trading Symbol <b>ASTRONICS CORP [ATRO]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>10/08/2012</b>					
<b>286 GREENWOOD CT</b>			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		
(Street)								
<b>EAST AURORA, NY 14052</b>								
(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	10/08/2012		G		90,000	D \$ 0	1,228 <sup>(1)</sup>	D	
\$.01 PV Cl B Stk							44,853	D	

**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 Securities Underlying Derivative Security (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	\$3.28							08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970	4,970	D	

Option	\$3.28							08/11/2003	02/11/2013	\$.01 PV Cl B Stk	2,889		2,889	D
Option	\$3.47							08/19/2004	02/19/2014	\$.01 PV Com Stk	4,000		4,000	D
Option	\$3.47							08/19/2004	02/19/2014	\$.01 PV Cl B Stk	2,325		2,325	D
Option	\$4.14							08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000		4,000	D
Option	\$4.14							08/28/2005	02/28/2015	\$.01 PV Cl B Stk	2,325		2,325	D
Option	\$8.48							09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000		5,000	D
Option	\$8.48							09/06/2006	03/06/2016	\$.01 PV Cl B Stk	2,906		2,906	D
Option	\$11.13							09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000		5,000	D
Option	\$11.13							09/20/2007	03/20/2017	\$.01 PV Cl B Stk	2,906		2,906	D
Option	\$12.09							09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500		2,500	D
Option	\$12.09							09/20/2008	03/20/2018	\$.01 PV Cl B Stk	1,453		1,453	D
Option	\$5.85							09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000		4,000	D
Option	\$5.85							09/05/2009	03/05/2019	\$.01 PV Cl B Stk	1,060		1,060	D
Option	\$6.98							09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000		5,000	D
Option	\$6.98							09/02/2010	03/02/2020	\$.01 PV	1,325		1,325	D

										Cl B Stk				
Option	\$17.04						08/28/2011	02/28/2021	\$01 PV Com Stk	2,500		2,500	D	
Option	\$17.04						08/28/2011	02/28/2021	\$01 PV Cl B Stk	663		663	D	
Option	\$29.99						08/28/2012	02/28/2022	\$01 PV Com Stk	3,000		3,000	D	
Option	\$29.99						08/28/2012	02/28/2022	\$01 PV Cl B Stk	450		450	D	

**Explanation of Responses:**

- Share holdings as adjusted by the 15% Class B distribution on November 12, 2012.

**Signatures**

/s/David C. Burney as Power of Attorney for Robert T. Brady

\*\* Signature of Reporting Person

01/09/2013

Date

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

\* 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.

**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 Number.**