

PEABODY MARK
Form 4
October 29, 2012

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEABODY MARK

(Last) (First) (Middle)
130 COMMERCE WAY
(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP Astronics Advanced Electron

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D) Price			
\$.01 PV Common Stock				V	26,361	D	
\$.01 PV Class B Stock	10/29/2012		J ⁽¹⁾	V	5,412	D	

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

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SEC 1474 (9-02)

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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		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. 3)	
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date			
Option	\$ 4.11	10/29/2012		J ⁽²⁾	0		02/18/2006	02/18/2015	\$0.01 PV Com Stk	15,000	\$ 4.
Option	\$ 4.11	10/29/2012		J ⁽²⁾	3,094		02/18/2006	02/18/2015	\$0.01 PV Cl B Stk	8,719	\$ 4.
Option	\$ 6.22	10/29/2012		J ⁽²⁾	0		12/13/2006	12/13/2015	\$0.01 PV Com Stk	11,200	\$ 6.
Option	\$ 6.22	10/29/2012		J ⁽²⁾	2,310		12/13/2006	12/13/2015	\$0.01 PV Cl B Stk	6,510	\$ 6.
Option	\$ 10.98	10/29/2012		J ⁽²⁾	0		12/12/2007	12/12/2016	\$0.01 PV Com Stk	6,050	\$ 10
Option	\$ 10.98	10/29/2012		J ⁽²⁾	1,248		12/12/2007	12/12/2016	\$0.01 PV Cl B Stk	3,517	\$ 10
Option	\$ 25.17	10/29/2012		J ⁽²⁾	0		12/19/2008	12/19/2017	\$0.01 PV Com Stk	2,640	\$ 25
Option	\$ 25.17	10/29/2012		J ⁽²⁾	545		12/19/2008	12/19/2017	\$0.01 PV Cl B Stk	1,535	\$ 25

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Option	\$ 6.23	10/29/2012	J ⁽²⁾	0	12/09/2009	12/09/2018	\$.01 PV Com Stk	16,880	\$ 6.
Option	\$ 6.23	10/29/2012	J ⁽²⁾	2,785	12/09/2009	12/09/2018	\$.01 PV Cl B Stk	4,473	\$ 6.
Option	\$ 6.22	10/29/2012	J ⁽²⁾	0	12/03/2010	12/03/2019	\$.01 PV Com Stk	16,840	\$ 6.
Option	\$ 6.22	10/29/2012	J ⁽²⁾	2,779	12/03/2010	12/03/2019	\$.01 PV Cl B Stk	4,463	\$ 6.
Option	\$ 16.81	10/29/2012	J ⁽²⁾	0	12/02/2011	12/02/2020	\$.01 PV Com Stk	6,500	\$ 16
Option	\$ 16.81	10/29/2012	J ⁽²⁾	1,073	12/02/2011	12/02/2020	\$.01 PV Cl B Stk	1,723	\$ 16
Option	\$ 29.77	10/29/2012	J ⁽²⁾	0	12/01/2012	12/01/2021	\$.01 PV Com Stk	4,300	\$ 29
Option	\$ 29.77	10/29/2012	J ⁽²⁾	645	12/01/2012	12/01/2021	\$.01 PV Cl B Stk	645	\$ 29

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEABODY MARK 130 COMMERCE WAY EAST AURORA, NY 14052			VP Astronics Advanced Electron	

Signatures

/s/David C. Burney, as Power of Attorney for Mark Peabody

10/29/2012

__Signature of Reporting Person

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).
- (1) Shares issued pursuant to a three-for-twenty distribution of Class B stock to holders of both Common and Class B stock on the record date of October 29, 2012.
- (2) Adjusted pursuant to Class B Stock distribution declared by the Board of Directors payable on 10/29/2012 of three shares of Class B stock for every twenty shares of Common stock and Class B stock.

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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