

DRENNING JOHN B
Form 4
October 20, 2008

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 *
DRENNING JOHN B

(Last) (First) (Middle)

ONE M&T PLAZA, SUITE 2000

(Street)

BUFFALO, NY 14203

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2008

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| \$.01 PV Com Stk | | | | | 89,250 | D | |
| \$.01 PV Cl B Stk | 10/17/2008 | | J | | 39,983 (1) | A | \$ 0 110,666 |

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

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SEC 1474
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--------|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares | |
| <u>Option</u> <u>(2) (3)</u> | \$ 4.799 | 10/17/2008 | | J | | 0 | | 08/05/1999 02/05/2009 PV Com Stk | 4,970 | \$ 4.7 |
| <u>Option</u> <u>(2) (3)</u> | \$ 4.799 | 10/17/2008 | | J | | 1,709 | | 08/05/1999 02/05/2009 PV Cl B Stk | 3,573 | \$ 4.7 |
| <u>Option</u> <u>(2) (3)</u> | \$ 4.273 | 10/17/2008 | | J | | 0 | | 08/15/2000 02/15/2010 PV Com Stk | 4,970 | \$ 4.2 |
| <u>Option</u> <u>(2) (3)</u> | \$ 4.273 | 10/17/2008 | | J | | 1,709 | | 08/15/2000 02/15/2010 PV Cl B Stk | 3,573 | \$ 4.2 |
| <u>Option</u> <u>(2) (3)</u> | \$ 8.082 | 10/17/2008 | | J | | 0 | | 08/15/2001 02/15/2011 PV Com Stk | 4,970 | \$ 8.0 |
| <u>Option</u> <u>(2) (3)</u> | \$ 8.082 | 10/17/2008 | | J | | 1,553 | | 08/15/2001 02/15/2011 PV Cl B Stk | 2,795 | \$ 8.0 |
| <u>Option</u> <u>(2) (3)</u> | \$ 5.969 | 10/17/2008 | | J | | 0 | | 08/14/2002 02/14/2012 PV Com Stk | 4,970 | \$ 5.9 |
| <u>Option</u> <u>(3)</u> | \$ 5.969 | 10/17/2008 | | J | | 1,243 | | 08/14/2002 02/14/2012 PV Cl B Stk | 1,243 | \$ 5.9 |
| <u>Option</u> <u>(2) (3)</u> | \$ 4.146 | 10/17/2008 | | J | | 0 | | 08/11/2003 02/11/2013 \$.01 PV | 4,970 | \$ 4.1 |

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| | | | | | | | | | |
|--|-----------|------------|---|-------|------------|------------|--|-------|---------|
| <u>Option</u> <u>(3)</u> | \$ 4.146 | 10/17/2008 | J | 1,243 | 08/11/2003 | 02/11/2013 | Com Stk \$.01 PV Cl B Stk | 1,243 | \$ 4.1 |
| <u>Option</u> <u>(2)</u> <u>(3)</u> | \$ 4.392 | 10/17/2008 | J | 0 | 08/19/2004 | 02/19/2014 | \$.01 PV Com Stk | 4,000 | \$ 4.3 |
| <u>Option</u> <u>(3)</u> | \$ 4.392 | 10/17/2008 | J | 1,000 | 08/19/2004 | 02/19/2014 | \$.01 PV Cl B Stk | 1,000 | \$ 4.3 |
| <u>Option</u> <u>(2)</u> <u>(3)</u> | \$ 5.232 | 10/17/2008 | J | 0 | 08/28/2005 | 02/28/2015 | \$.01 PV Com Stk | 4,000 | \$ 5.2 |
| <u>Option</u> <u>(3)</u> | \$ 5.232 | 10/17/2008 | J | 1,000 | 08/28/2005 | 02/28/2015 | \$.01 PV Cl B Stk | 1,000 | \$ 5.2 |
| <u>Option</u> <u>(3)</u> <u>(4)</u> | \$ 10.728 | 10/17/2008 | J | 0 | 09/06/2006 | 03/06/2016 | \$.01 PV Com Stk | 5,000 | \$ 10.7 |
| <u>Option</u> <u>(3)</u> | \$ 10.728 | 10/17/2008 | J | 1,250 | 09/06/2006 | 03/06/2016 | \$.01 PV Cl B Stk | 1,250 | \$ 10.7 |
| <u>Option</u> <u>(3)</u> <u>(4)</u> | \$ 14.08 | 10/17/2008 | J | 0 | 09/20/2007 | 03/20/2017 | \$.01 PV Com Stk | 5,000 | \$ 14.0 |
| <u>Option</u> <u>(3)</u> | \$ 14.08 | 10/17/2008 | J | 1,250 | 09/20/2007 | 03/20/2017 | \$.01 PV Cl B Stk | 1,250 | \$ 14.0 |
| <u>Option</u> <u>(3)</u> <u>(4)</u> | \$ 15.288 | 10/17/2008 | J | 0 | 09/20/2008 | 03/20/2018 | \$.01 PV Com Stk | 2,500 | \$ 15.2 |
| <u>Option</u> <u>(3)</u> | \$ 15.288 | 10/17/2008 | J | 625 | 09/20/2008 | 03/20/2018 | \$.01 PV Cl B | 625 | \$ 15.2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DRENNING JOHN B ONE M&T PLAZA, SUITE 2000 BUFFALO, NY 14203 | X | | | |

Signatures

/s/David C. Burney as Power of Attorney for John B.
Drenning

10/20/2008

__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 one-for-four distribution of Class B Stock to holders of both Common and Class B Stock on the record date of October 6, 2008.
- (2) Granted pursuant to the Company's 1997 Directors Stock Option Plan.
- (3) Adjusted pursuant to Class B stock distribution declared by the Board of Directors payable on 10/17/2008 of one share of Class B stock for every four shares of Common Stock and Class B Stock.
- (4) Granted pursuant to the Company's 2005 Directors Stock Option Plan.

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.