

ASTRONICS CORP
Form 4
November 04, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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, 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 *
BURNEY DAVID C

(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)
11/03/2008

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)
VP-FINANCE, TREASURER

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	Price	
\$.01 PV COMMON STOCK	11/03/2008		M		1,863	A \$ 4.155	12,822 D
\$.01 PV CLASS B STOCK	11/03/2008		M		1,340	A \$ 4.155	5,008 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 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 or Value of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION	\$ 4.155	11/03/2008		M		1,863		11/04/1999	11/04/2008	\$.01 PV COM STK	1,863	\$ 4
OPTION	\$ 4.155	11/03/2008		M		1,340		11/04/1999	11/04/2008	\$.01 PV CL B STK	1,340	\$ 4
OPTION	\$ 4.127							01/18/2000	01/18/2009	\$.01 PV COM STK	1,863	
OPTION	\$ 4.127							01/18/2000	01/18/2009	\$.01 PV CL B STK	1,340	
OPTION	\$ 4.917							01/18/2001	01/18/2010	\$.01 PV COM STK	1,243	
OPTION	\$ 4.917							01/18/2001	01/18/2010	\$.01 PV CL B STK	892	
OPTION	\$ 6.117							01/19/2002	01/19/2011	\$.01 PV COM STK	1,242	
OPTION	\$ 6.117							01/19/2002	01/19/2011	\$.01 PV CL B STK	699	

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OPTION	\$ 8.177	01/25/2003	01/25/2012	\$.01 PV COM STK	1,242
OPTION	\$ 8.177	01/25/2003	01/25/2012	\$.01 PV Cl B Stk	311
OPTION	\$ 4.262	01/24/2004	01/24/2013	\$.01 PV COM STK	3,727
OPTION	\$ 4.262	01/24/2004	01/24/2013	\$.01 PV Cl B Stk	932
OPTION	\$ 4.392	02/19/2005	02/19/2014	\$.01 PV COM STK	9,400
OPTION	\$ 4.392	02/19/2005	02/19/2014	\$.01 PV Cl B Stk	2,350
OPTION	\$ 4.072	12/14/2005	12/14/2014	\$.01 PV COM STK	10,100
OPTION	\$ 4.072	12/14/2005	12/14/2014	\$.01 PV Cl B Stk	2,525
OPTION	\$ 5.2	02/18/2006	02/18/2015	\$.01 PV COM STK	8,750
OPTION	\$ 5.2	02/18/2006	02/18/2015	\$.01 PV Cl B Stk	2,188
OPTION	\$ 7.864	12/13/2006	12/13/2015	\$.01 PV COM STK	6,900
OPTION	\$ 7.864	12/13/2006	12/13/2015	\$.01 PV Cl B Stk	1,725
OPTION	\$ 13.888	12/12/2007	12/12/2016	\$.01 PV COM	4,610

					STK	
					\$.01	
OPTION	\$ 13.888	12/12/2007	12/12/2016	PV Cl		1,153
				B Stk		
					\$.01	
OPTION	\$ 31.848	12/19/2008	12/19/2017	PV		2,210
				COM		
				STK		
					\$.01	
OPTION	\$ 31.848	12/19/2008	12/19/2017	PV Cl		553
				B Stk		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 130 COMMERCE WAY EAST AURORA, NY 14052			VP-FINANCE, TREASURER	

Signatures

/S/DAVID C.
BURNEY 11/04/2008

**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).

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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