

DRENNING JOHN B
Form 4
December 31, 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)
12/30/2008

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)
				(A) or (D) Price			
\$.01 PV Com Stk	12/30/2008		G	1,000 D	\$ 0 88,250	D	
\$.01 PV Cl B Stk					110,666	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)

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. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
<u>Option (1)</u>	\$ 4.799					08/05/1999	02/05/2009	\$.01 PV Com Stk	4,970
<u>Option (1)</u>	\$ 4.799					08/05/1999	02/05/2009	\$.01 PV Cl B Stk	3,573
<u>Option (1)</u>	\$ 4.273					08/15/2000	02/15/2010	\$.01 PV Com Stk	4,970
<u>Option (1)</u>	\$ 4.273					08/15/2000	02/15/2010	\$.01 PV Cl B Stk	3,573
<u>Option (1)</u>	\$ 8.082					08/15/2001	02/15/2011	\$.01 PV Com Stk	4,970
<u>Option (1)</u>	\$ 8.082					08/15/2001	02/15/2011	\$.01 PV Cl B Stk	2,795
<u>Option (1)</u>	\$ 5.969					08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970
Option	\$ 5.969					08/14/2002	02/14/2012	\$.01 PV Cl B Stk	1,243

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<u>Option</u> <u>(1)</u>	\$ 4.146	08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970
Option	\$ 4.146	08/11/2003	02/11/2013	\$.01 PV Cl B Stk	1,243
<u>Option</u> <u>(1)</u>	\$ 4.392	08/19/2004	02/19/2014	\$.01 PV Com Stk	4,000
Option	\$ 4.392	08/19/2004	02/19/2014	\$.01 PV Cl B Stk	1,000
<u>Option</u> <u>(1)</u>	\$ 5.232	08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000
Option	\$ 5.232	08/28/2005	02/28/2015	\$.01 PV Cl B Stk	1,000
<u>Option</u> <u>(2)</u>	\$ 10.728	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000
Option	\$ 10.728	09/06/2006	03/06/2016	\$.01 PV Cl B Stk	1,250
<u>Option</u> <u>(2)</u>	\$ 14.08	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000
Option	\$ 14.08	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	1,250
<u>Option</u> <u>(2)</u>	\$ 15.288	09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500
Option	\$ 15.288	09/20/2008	03/20/2018		625

\$.01
 PV
 Cl B
 Stk

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

12/31/2008

__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) Granted pursuant to the Company's 1997 Directors Stock Option Plan.
- (2) 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.