

DRENNING JOHN B  
Form 4  
February 10, 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 \*  
DRENNING JOHN B

(Last) (First) (Middle)

THE GUARANTY BUILDING, 140  
PEARL ST., SUITE 100

(Street)

BUFFALO, NY 14202-4040

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/09/2012

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)

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		
			Code	V	Amount		
\$.01 PV Com Stk	02/09/2012		M		1,041	D	\$ 35.66 76,525 D
\$.01 PV Com Stk	02/09/2012		M		4,970	A	\$ 5.43 81,495 D
\$.01 PV Cl B Stk	02/09/2012		M		1,864	A	\$ 5.43 142,888 D

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

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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 of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 5.43	02/09/2012		M	4,970	08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970 \$ 5.43
Option	\$ 5.43	02/09/2012		M	1,864	08/14/2002	02/14/2012	\$.01 PV Cl B Stk	1,864 \$ 5.43
Option	\$ 3.77					08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970
Option	\$ 3.77					08/11/2003	02/11/2013	\$.01 PV Cl B Stk	1,864
Option	\$ 3.99					08/19/2004	02/19/2014	\$.01 PV Com Stk	4,000
Option	\$ 3.99					08/19/2004	02/19/2014	\$.01 PV Cl B Stk	1,500
Option	\$ 4.76					08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000
Option	\$ 4.76					08/28/2005	02/28/2015	\$.01 PV	1,500

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						CI B Stk
Option	\$ 9.75		09/06/2006	03/06/2016	\$ .01 PV Com	5,000
					Stk	
Option	\$ 9.75		09/06/2006	03/06/2016	\$ .01 PV CI B	1,875
					Stk	
Option	\$ 12.8		09/20/2007	03/20/2017	\$ .01 PV Com	5,000
					Stk	
Option	\$ 12.8		09/20/2007	03/20/2017	\$ .01 PV CI B	1,875
					Stk	
Option	\$ 13.9		09/20/2008	03/20/2018	\$ .01 PV Com	2,500
					Stk	
Option	\$ 13.9		09/20/2008	03/20/2018	\$ .01 PV CI B	937
					Stk	
Option	\$ 6.73		09/05/2009	03/05/2019	\$ .01 PV Com	4,000
					Stk	
Option	\$ 6.73		09/05/2009	03/05/2019	\$ .01 PV CI B	400
					Stk	
Option	\$ 8.03		09/02/2010	03/02/2020	\$ .01 PV Com	5,000
					Stk	
Option	\$ 8.03		09/02/2010	03/02/2020	\$ .01 PV CI B	500
					Stk	
Option	\$ 19.6		08/28/2011	02/28/2021	\$ .01 PV Com	2,500

Option	\$ 19.6								Stk
									\$ .01
						08/28/2011	02/28/2021		PV
									Cl B
									Stk
									250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENNING JOHN B THE GUARANTY BUILDING 140 PEARL ST., SUITE 100 BUFFALO, NY 14202-4040	X			

## Signatures

/s/David C. Burney as Power of Attorney for John B. Drenning	02/10/2012
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\_\_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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