

DRENNING JOHN B

Form 4

March 03, 2010

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE M&T PLAZA, SUITE 2000

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

03/02/2010

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

BUFFALO, NY 14203

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| \$.01 PV Com Stk | | | | | 87,203 | D | |
| \$.01 PV Cl B Stk | | | | | 117,812 | D | |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 Deriva Security (Instr. 3) |
|---|--|---|---|--------------------------------------|---|--|---|---|
| | | | | Code | V | (A) | (D) | |
| Option | \$ 8.082 | | | | | 08/15/2001 | 02/15/2011 | \$0.01 PV Com Stk 4,970 |
| Option | \$ 8.082 | | | | | 08/15/2001 | 02/15/2011 | \$0.01 PV Cl B Stk 2,795 |
| Option | \$ 5.969 | | | | | 08/14/2002 | 02/14/2012 | \$0.01 PV Com Stk 4,970 |
| Option | \$ 5.969 | | | | | 08/14/2002 | 02/14/2012 | \$0.01 PV Cl B Stk 1,243 |
| Option | \$ 4.146 | | | | | 08/11/2003 | 02/11/2013 | \$0.01 PV Com Stk 4,970 |
| Option | \$ 4.146 | | | | | 08/11/2003 | 02/11/2013 | \$0.01 PV Cl B Stk 1,243 |
| Option | \$ 4.392 | | | | | 08/19/2004 | 02/19/2014 | \$0.01 PV Com Stk 4,000 |
| Option | \$ 4.392 | | | | | 08/19/2004 | 02/19/2014 | \$0.01 PV Cl B Stk 1,000 |
| Option | \$ 5.232 | | | | | 08/28/2005 | 02/28/2015 | \$0.01 PV 4,000 |

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| | | | | | | | | | | | |
|---------------|-----------|------------|--|---|-------|------------|------------|-----------------------------|------------|---------|--|
| | | | | | | | | | Com Stk | | |
| Option | \$ 5.232 | | | | | 08/28/2005 | 02/28/2015 | \$.01 PV Cl B Stk | 1,000 | | |
| Option | \$ 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 | | |
| Option | \$ 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 | | |
| Option | \$ 15.288 | | | | | 09/20/2008 | 03/20/2018 | \$.01 PV Com Stk | 2,500 | | |
| Option | \$ 15.288 | | | | | 09/20/2008 | 03/20/2018 | \$.01 PV Cl B Stk | 625 | | |
| Option | \$ 7.4 | | | | | 09/05/2009 | 03/05/2019 | \$.01 PV Com Stk | 4,000 | | |
| Option (1) | \$ 8.83 | 03/02/2010 | | A | 5,000 | 09/02/2010 | 03/02/2020 | \$.01 PV Com Stk | 5,000 | \$ 8.83 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

DRENNING JOHN B
ONE M&T PLAZA, SUITE 2000
BUFFALO, NY 14203

Signatures

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

03/03/2010

__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 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.

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