

MCKENNA ROBERT J

Form 4

September 23, 2010

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKENNA ROBERT J

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)

38 QUARTERMASTER DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
09/22/2010

☒ 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)

SALEM, SC 29676

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

(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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		
\$01 PV Com Stk	09/22/2010		S		5,000	D	\$ 17.1
					14,361	I	Robert J. McKenna Revocable Trust ⁽¹⁾
\$01 PV Cl B Stk					10,425	D	
\$01 PV Cl B Stk					6,592	I	Robert J. McKenna Revocable Trust ⁽¹⁾

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)

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
Option	\$ 8.082							08/15/2001	02/15/2011	\$.01 PV Com Stk	4,970
Option	\$ 8.082							08/15/2001	02/15/2011	\$.01 PV Cl B Stk	2,795
Option	\$ 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
Option	\$ 5.232							08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000
Option	\$ 5.232							08/28/2008	02/28/2015	\$.01 PV Cl B Stk	1,000
Option	\$ 10.728							09/06/2006	03/06/2016	\$.01	5,000

				PV Com Stk	
				\$.01	
Option	\$ 10.728	09/06/2006	03/06/2016	PV Cl B Stk	1,250
				\$.01	
Option	\$ 14.08	09/20/2007	03/20/2017	PV Com Stk	5,000
				\$.01	
Option	\$ 14.08	09/20/2007	03/20/2017	PV Cl B Stk	1,250
				\$.01	
Option	\$ 15.288	09/20/2008	03/20/2018	PV Com Stk	2,500
				\$.01	
Option	\$ 15.288	09/20/2008	03/20/2018	PV Cl B Stk	625
				\$.01	
Option	\$ 7.4	09/05/2009	03/05/2019	PV Com Stk	4,000
				\$.01	
Option <u>(2)</u>	\$ 8.83	09/02/2010	03/02/2020	PV Com Stk	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNA ROBERT J 38 QUARTERMASTER DRIVE SALEM, SC 29676		X		

Signatures

/s/David C. Burney as Power of Attorney for Robert J.
McKenna

09/23/2010

__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) Represents shares held by the Robert J. McKenna Revocable Trust. The beneficiaries of the trust are the reporting persons immediate family. The reporting person serves as one of two trustees and shares voting and investment power.
- (2) Granted pursuant to 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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