

DRENNING JOHN B  
Form 4  
September 15, 2011

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
09/14/2011

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV Com Stk	09/14/2011		S		5,000	D	\$ 28
\$.01 PV Cl B Stk							78,566
							141,024

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

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information contained in this form are not  
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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 of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 5.43							08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970	
Option	\$ 5.43							08/14/2002	02/14/2012	\$.01 PV Cl B Stk	1,864	
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 Stk	5,000	
Option	\$ 9.75	09/06/2006	03/06/2016	\$ .01 PV CI B Stk	1,875	
Option	\$ 12.8	09/20/2007	03/20/2017	\$ .01 PV Com Stk	5,000	
Option	\$ 12.8	09/20/2007	03/20/2017	\$ .01 PV CI B Stk	1,875	
Option	\$ 13.9	09/20/2008	03/20/2018	\$ .01 PV Com Stk	2,500	
Option	\$ 13.9	09/20/2008	03/20/2018	\$ .01 PV CI B Stk	937	
Option	\$ 6.73	09/05/2009	03/05/2019	\$ .01 PV Com Stk	4,000	
Option	\$ 6.73	09/05/2009	03/05/2019	\$ .01 PV CI B Stk	400	
Option	\$ 8.03	09/02/2010	03/02/2020	\$ .01 PV Com Stk	5,000	
Option	\$ 8.03	09/02/2010	03/02/2020	\$ .01 PV CI B Stk	500	
Option	\$ 19.6	08/28/2011	02/28/2021	\$ .01 PV Com	2,500	

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

## 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

09/15/2011

\_\_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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