

BRADY ROBERT T

Form 4

October 20, 2008

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 *
BRADY ROBERT T

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)

286 GREENWOOD CT

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2008

☒ 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)

EAST AURORA, NY 14052

☒ 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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	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)
\$.01 PV Com Stk					52,319	D	
\$.01 PV Cl B Stk	10/17/2008		J	20,212 (1)	A \$ 0 48,741	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
number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: BRADY ROBERT T - Form 4

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	
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 4.799	10/17/2008		J		0		08/05/1999	02/05/2009	\$.01 PV Com Stk	4,970	\$ 4.7
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 4.799	10/17/2008		J		1,709		08/05/1999	02/05/2009	\$.01 PV Cl B Stk	3,573	\$ 4.7
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 4.273	10/17/2008		J		0		08/15/2000	02/15/2010	\$.01 PV Com Stk	4,970	\$ 4.2
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 4.273	10/17/2008		J		1,709		08/15/2000	02/15/2010	\$.01 PV Cl B Stk	3,573	\$ 4.2
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 8.082	10/17/2008		J		0		08/15/2001	02/15/2011	\$.01 PV Com Stk	4,970	\$ 8.0
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 8.082	10/17/2008		J		1,553		08/15/2001	02/15/2011	\$.01 PV Cl B Stk	2,795	\$ 8.0
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 5.969	10/17/2008		J		0		08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970	\$ 5.9
<u>Option</u> <u>(3)</u>	\$ 5.969	10/17/2008		J		1,243		08/14/2002	02/14/2012	\$.01 PV Cl B Stk	1,243	\$ 5.9
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 4.146	10/17/2008		J		0		08/11/2003	02/11/2013	\$.01 PV	4,970	\$ 4.1

Edgar Filing: BRADY ROBERT T - Form 4

Option (3)	\$ 4.146	10/17/2008	J	1,243	08/11/2003	02/11/2013	Com Stk \$.01 PV CI B Stk	1,243	\$ 4.1
Option (2) (3)	\$ 4.392	10/17/2008	J	0	08/19/2004	02/19/2014	Com Stk \$.01 PV Com Stk	4,000	\$ 4.3
Option (3)	\$ 4.392	10/17/2008	J	1,000	08/19/2004	02/19/2014	CI B Stk \$.01 PV CI B Stk	1,000	\$ 4.3
Option (2) (3)	\$ 5.232	10/17/2008	J	0	08/28/2005	02/28/2015	Com Stk \$.01 PV Com Stk	4,000	\$ 5.2
Option (3)	\$ 5.232	10/17/2008	J	1,000	08/28/2005	02/28/2015	CI B Stk \$.01 PV CI B Stk	1,000	\$ 5.2
Option (3) (4)	\$ 10.728	10/17/2008	J	0	09/06/2006	03/06/2016	Com Stk \$.01 PV Com Stk	5,000	\$ 10.7
Option (3)	\$ 10.728	10/17/2008	J	1,250	09/06/2006	03/06/2016	CI B Stk \$.01 PV CI B Stk	1,250	\$ 10.7
Option (3) (4)	\$ 14.08	10/17/2008	J	0	09/20/2007	03/20/2017	Com Stk \$.01 PV Com Stk	5,000	\$ 14.0
Option (3)	\$ 14.08	10/17/2008	J	1,250	09/20/2007	03/20/2017	CI B Stk \$.01 PV CI B Stk	1,250	\$ 14.0
Option (3) (4)	\$ 15.288	10/17/2008	J	0	09/20/2008	03/20/2018	Com Stk \$.01 PV Com Stk	2,500	\$ 15.2
Option (3)	\$ 15.288	10/17/2008	J	625	09/20/2008	03/20/2018	CI B \$.01 PV CI B	625	\$ 15.2

Stk

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRADY ROBERT T 286 GREENWOOD CT EAST AURORA, NY 14052	X

Signatures

/s/David C. Burney as Power of Attorney for Robert T.
Brady

10/20/2008

____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) Shares issued pursuant to a one-for-four distribution of Class B Stock to holders of both Common and Class B Stock on the record date of October 6, 2008.
- (2) Granted pursuant to Company's 1997 Director Stock Option Plan.
- (3) Adjusted pursuant to Class B stock distribution declared by the Board of Directors payable on 10/17/2008 of one share of Class B stock for every four shares of Common Stock and Class B Stock.
- (4) Granted pursuant to Company's 2005 Director 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.