

ASTRONICS CORP
Form 4
December 10, 2008

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 *
BURNEY DAVID C

(Last) (First) (Middle)

130 COMMERCE WAY

(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/09/2008

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)
VP-FINANCE, TREASURER

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)	Code V Amount (D) Price		
\$.01 PV COMMON STOCK						D	
\$.01 PV CLASS B STOCK						D	

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

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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. Fair Value of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 4.127					01/18/2000	01/18/2009	\$.01 PV COM STK	1,863
OPTION	\$ 4.127					01/18/2000	01/18/2009	\$.01 PV CL B STK	1,340
OPTION	\$ 4.917					01/18/2001	01/18/2010	\$.01 PV COM STK	1,243
OPTION	\$ 4.917					01/18/2001	01/18/2010	\$.01 PV CL B STK	892
OPTION	\$ 6.117					01/19/2002	01/19/2011	\$.01 PV COM STK	1,242
OPTION	\$ 6.117					01/19/2002	01/19/2011	\$.01 PV CL B STK	699
OPTION	\$ 8.177					01/25/2003	01/25/2012	\$.01 PV COM STK	1,242
OPTION	\$ 8.177					01/25/2003	01/25/2012	\$.01 PV Cl B Stk	311
OPTION	\$ 4.262					01/24/2004	01/24/2013	\$.01 PV	3,727

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						COM STK	
						\$.01	
OPTION	\$ 4.262	01/24/2004	01/24/2013	PV Cl B Stk	932		
						\$.01	
OPTION	\$ 4.392	02/19/2005	02/19/2014	PV COM STK	9,400		
						\$.01	
OPTION	\$ 4.392	02/19/2005	02/19/2014	PV Cl B Stk	2,350		
						\$.01	
OPTION	\$ 4.072	12/14/2005	12/14/2014	PV COM STK	10,100		
						\$.01	
OPTION	\$ 4.072	12/14/2005	12/14/2014	PV Cl B Stk	2,525		
						\$.01	
OPTION	\$ 5.2	02/18/2006	02/18/2015	PV COM STK	8,750		
						\$.01	
OPTION	\$ 5.2	02/18/2006	02/18/2015	PV Cl B Stk	2,188		
						\$.01	
OPTION	\$ 7.864	12/13/2006	12/13/2015	PV COM STK	6,900		
						\$.01	
OPTION	\$ 7.864	12/13/2006	12/13/2015	PV Cl B Stk	1,725		
						\$.01	
OPTION	\$ 13.888	12/12/2007	12/12/2016	PV COM STK	4,610		
						\$.01	
OPTION	\$ 13.888	12/12/2007	12/12/2016	PV Cl B Stk	1,153		
						\$.01	
OPTION	\$ 31.848	12/19/2008	12/19/2017	PV COM STK	2,210		

OPTION	\$ 31.848					12/19/2008	12/19/2017	\$.01 PV Cl B Stk	553	
<u>OPTION</u> (1)	\$ 7.88	12/09/2008	A	12,690		12/09/2009	12/09/2018	\$.01 PV COM STK	12,690	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 130 COMMERCE WAY EAST AURORA, NY 14052			VP-FINANCE, TREASURER	

Signatures

/S/DAVID C.
BURNEY

12/10/2008

__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) Granted pursuant to the Company's 2001 Key Employee 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.