

ASTRONICS CORP  
Form 4  
January 19, 2010

**FORM 4**

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

OMB APPROVAL

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

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)  
01/18/2010

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)	
			Code	V	Amount	Price		
\$.01 PV COMMON STOCK	01/18/2010		M		1,243	\$ 4.917	15,928	D
\$.01 PV CLASS B STOCK	01/18/2010		M		892	\$ 4.917	7,240	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. Price or Value of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION	\$ 4.917	01/18/2010		M		1,243		01/18/2001	01/18/2010	\$01 PV COM STK	1,243	\$ 4
OPTION	\$ 4.917	01/18/2010		M		892		01/18/2001	01/18/2010	\$01 PV CL B STK	892	\$ 4
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 COM STK	3,727	
OPTION	\$ 4.262							01/24/2004	01/24/2013	\$01 PV Cl B Stk	932	
OPTION	\$ 4.392							02/19/2005	02/19/2014	\$01 PV	9,400	

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OPTION	\$ 4.392	02/19/2005	02/19/2014	\$ .01	PV Cl B Stk	2,350	COM STK		
OPTION	\$ 4.072	12/14/2005	12/14/2014	\$ .01	PV COM STK	10,100			
OPTION	\$ 4.072	12/14/2005	12/14/2014	\$ .01	PV Cl B Stk	2,525			
OPTION	\$ 5.2	02/18/2006	02/18/2015	\$ .01	PV COM STK	8,750			
OPTION	\$ 5.2	02/18/2006	02/18/2015	\$ .01	PV Cl B Stk	2,188			
OPTION	\$ 7.864	12/13/2006	12/13/2015	\$ .01	PV COM STK	6,900			
OPTION	\$ 7.864	12/13/2006	12/13/2015	\$ .01	PV Cl B Stk	1,725			
OPTION	\$ 13.888	12/12/2007	12/12/2016	\$ .01	PV COM STK	4,610			
OPTION	\$ 13.888	12/12/2007	12/12/2016	\$ .01	PV Cl B Stk	1,153			
OPTION	\$ 31.848	12/19/2008	12/19/2017	\$ .01	PV COM STK	2,210			
OPTION	\$ 31.848	12/19/2008	12/19/2017	\$ .01	PV Cl B Stk	553			
OPTION	\$ 7.88	12/09/2009	12/09/2018	\$ .01	PV COM STK	12,690			

OPTION (1)	\$ 7.87	12/03/2010	12/03/2019	\$ .01 PV COM STK	12,710
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## 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

01/19/2010

\*\*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 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.