

ASTRONICS CORP  
Form 4  
October 20, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
10/17/2008

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)
			Code	V	Amount	(D)	Price
\$.01 PV COMMON STOCK					10,959	D	
\$.01 PV CLASS B STOCK	10/17/2008		J		2,925 (1)	A	\$ 0 3,668

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 Per Share Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Title	Amount or Number of Shares
<u>OPTION</u> (2)	\$ 4.155	10/17/2008		J		0		\$0.01 PV COM STK	1,863 \$ 4
<u>OPTION</u> (2)	\$ 4.155	10/17/2008		J		641		\$0.01 PV CL B STK	1,340 \$ 4
<u>OPTION</u> (2)	\$ 4.127	10/17/2008		J		0		\$0.01 PV COM STK	1,863 \$ 4
<u>OPTION</u> (2)	\$ 4.127	10/17/2008		J		641		\$0.01 PV CL B STK	1,340 \$ 4
<u>OPTION</u> (2)	\$ 4.917	10/17/2008		J		0		\$0.01 PV COM STK	1,243 \$ 4
<u>OPTION</u> (2)	\$ 4.917	10/17/2008		J		427		\$0.01 PV CL B STK	892 \$ 4
<u>OPTION</u> (2)	\$ 6.117	10/17/2008		J		0		\$0.01 PV COM STK	1,242 \$ 6
<u>OPTION</u> (2)	\$ 6.117	10/17/2008		J		388		\$0.01 PV CL B STK	699 \$ 6

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<u>OPTION</u> (2)	\$ 8.177	10/17/2008	J	0	01/25/2003	01/25/2012	\$.01 PV COM STK	1,242	\$ 8
<u>OPTION</u> (2)	\$ 8.177	10/17/2008	J	311	01/25/2003	01/25/2012	\$.01 PV Cl B Stk	311	\$ 8
<u>OPTION</u> (2)	\$ 4.262	10/17/2008	J	0	01/24/2004	01/24/2013	\$.01 PV COM STK	3,727	\$ 4
<u>OPTION</u> (2)	\$ 4.262	10/17/2008	J	932	01/24/2004	01/24/2013	\$.01 PV Cl B Stk	932	\$ 4
<u>OPTION</u> (2)	\$ 4.392	10/17/2008	J	0	02/19/2005	02/19/2014	\$.01 PV COM STK	9,400	\$ 4
<u>OPTION</u> (2)	\$ 4.392	10/17/2008	J	2,350	02/19/2005	02/19/2014	\$.01 PV Cl B Stk	2,350	\$ 4
<u>OPTION</u> (2)	\$ 4.072	10/17/2008	J	0	12/14/2005	12/14/2014	\$.01 PV COM STK	10,100	\$ 4
<u>OPTION</u> (2)	\$ 4.072	10/17/2008	J	2,525	12/14/2005	12/14/2014	\$.01 PV Cl B Stk	2,525	\$ 4
<u>OPTION</u> (2)	\$ 5.2	10/17/2008	J	0	02/18/2006	02/18/2015	\$.01 PV COM STK	8,750	\$
<u>OPTION</u> (2)	\$ 5.2	10/17/2008	J	2,188	02/18/2006	02/18/2015	\$.01 PV Cl B Stk	2,188	\$
<u>OPTION</u> (2)	\$ 7.864	10/17/2008	J	0	12/13/2006	12/13/2015	\$.01 PV COM STK	6,900	\$ 7
<u>OPTION</u> (2)	\$ 7.864	10/17/2008	J	1,725	12/13/2006	12/13/2015	\$.01 PV Cl B Stk	1,725	\$ 7
<u>OPTION</u> (2)	\$ 13.888	10/17/2008	J	0	12/12/2007	12/12/2016	\$.01 PV COM	4,610	\$ 13

								STK		
<u>OPTION</u> (2)	\$ 13.888	10/17/2008		J	1,153	12/12/2007	12/12/2016	\$ .01 PV Cl B Stk	1,153	\$ 13
<u>OPTION</u> (2) (3)	\$ 31.848	10/17/2008		J	0	12/19/2008	12/19/2017	\$ .01 PV COM STK	2,210	\$ 3
<u>OPTION</u> (2)	\$ 31.848	10/17/2008		J	553	12/19/2008	12/19/2017	\$ .01 PV Cl B Stk	553	\$ 3

## 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 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) 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.
  - (3) 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.