

ASTRONICS CORP  
Form 4  
January 25, 2012

**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)  
01/23/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
\$.01 PV COMMON STOCK	01/23/2012		M		1,242	A	\$ 7.43
\$.01 PV CLASS B STOCK	01/23/2012		M		466	A	\$ 7.43

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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 7.43	01/23/2012		M	1,242	01/25/2003	01/25/2012	\$.01 PV COM STK	1,242
OPTION	\$ 7.43	01/23/2012		M	466	01/25/2003	01/25/2012	\$.01 PV Cl B Stk	466
OPTION	\$ 3.87					01/24/2004	01/24/2013	\$.01 PV COM STK	3,727
OPTION	\$ 3.87					01/24/2004	01/24/2013	\$.01 PV Cl B Stk	1,397
OPTION	\$ 3.99					02/19/2005	02/19/2014	\$.01 PV COM STK	9,400
OPTION	\$ 3.99					02/19/2005	02/19/2014	\$.01 PV Cl B Stk	3,525
OPTION	\$ 3.7					12/14/2005	12/14/2014	\$.01 PV COM STK	10,100
OPTION	\$ 3.7					12/14/2005	12/14/2014	\$.01 PV Cl B Stk	3,787
OPTION	\$ 4.73					02/18/2006	02/18/2015	\$.01 PV COM STK	8,750

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OPTION	\$ 4.73	02/18/2006	02/18/2015	\$.01 PV Cl B Stk	3,281
OPTION	\$ 7.15	12/13/2006	12/13/2015	\$.01 PV COM STK	6,900
OPTION	\$ 7.15	12/13/2006	12/13/2015	\$.01 PV Cl B Stk	2,587
OPTION	\$ 12.63	12/12/2007	12/12/2016	\$.01 PV COM STK	4,610
OPTION	\$ 12.63	12/12/2007	12/12/2016	\$.01 PV Cl B Stk	1,729
OPTION	\$ 28.95	12/19/2008	12/19/2017	\$.01 PV COM STK	2,210
OPTION	\$ 28.95	12/19/2008	12/19/2017	\$.01 PV Cl B Stk	829
OPTION	\$ 7.16	12/09/2009	12/09/2018	\$.01 PV COM STK	12,690
OPTION	\$ 7.16	12/09/2009	12/09/2018	\$.01 PV CL B STK	1,269
OPTION	\$ 7.15	12/03/2010	12/03/2019	\$.01 PV COM STK	12,710
OPTION	\$ 7.15	12/03/2010	12/03/2019	\$.01 PV CL B STK	1,271
OPTION	\$ 19.33	12/02/2011	12/02/2020	\$.01 PV COM STK	5,000
OPTION	\$ 19.33	12/02/2011	12/02/2020		500

									\$ .01	
									PV	
									CL B	
									STK	
									\$ .01	
									PV	
OPTION	\$ 34.24					12/01/2012	12/01/2021		COM	3,600
									STK	

## 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 01/25/2012

\_\_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. 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.