ASTRONICS CORP Form 4

March 21, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DRENNING JOHN B Issuer Symbol ASTRONICS CORP [ATRO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction _X__ Director (Month/Day/Year) 10% Owner Officer (give title Other (specify ONE M&T PLAZA, SUITE 2000 03/20/2008 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BUFFALO, NY 14203 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. Transactio Code (Instr. 8)	4. Securities nAcquired (A Disposed of (Instr. 3, 4 ar (A Amount (E	(D) (nd 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)	
\$.01 PV Com Stk					,	89,250	D		
\$.01 PV Cl B Stk						70,683	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)

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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. Transactic Code (Instr. 8)	Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (1)	\$ 5.999					08/05/1999	02/05/2009	\$.01 PV Com Stk	4,970
Option (1)	\$ 5.999					08/05/1999	02/05/2009	\$.01 PV Cl B Stk	1,864
Option (1)	\$ 5.341					08/15/2000	02/15/2010	\$.01 PV Com Stk	4,970
Option (1)	\$ 5.341					08/15/2000	02/15/2010	\$.01 PV Cl B Stk	1,864
Option (1)	\$ 10.102					08/15/2001	02/15/2011	\$.01 PV Com Stk	4,970
Option (1)	\$ 10.102					08/15/2001	02/15/2011	\$.01 PV Cl B Stk	1,242
Option (1)	\$ 7.461					08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970
Option (1)	\$ 5.183					08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970
Option (1)	\$ 5.49					08/19/2004	02/19/2014	\$.01 PV	4,000

8. Price Deriva Securit (Instr.

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							Com Stk		
Option (1)	\$ 6.54				08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000	
Option (2)	\$ 13.41				09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000	
Option (2)	\$ 17.6				09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000	
Option (2)	\$ 19.11	03/20/2008	A	2,500	09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500	\$ 19

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DRENNING JOHN B							
ONE M&T PLAZA, SUITE 2000	X						
BUFFALO, NY 14203							

Signatures

/s/David C. Burney as Power of Attorney for John B.
Drenning 03/21/2008

**Signature of Reporting Person 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 1997 Directors Stock Option Plan.
- (2) Granted pursuant to the Company's 2005 Directors 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.

Date

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