

DRENNING JOHN B  
Form 4  
February 11, 2010

**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 \*  
DRENNING JOHN B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE M&T PLAZA, SUITE 2000  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/10/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

BUFFALO, NY 14203

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting 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. 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)	Price		
				Code	V	Amount	
\$.01 PV Com Stk	02/10/2010		M	A	4,970	\$ 4.273	91,760 D
\$.01 PV Com Stk	02/10/2010		S	D	4,557	\$ 8.01	87,203 D
\$.01 PV Cl B Stk	02/10/2010		M	A	3,573	\$ 4.273	117,812 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 of Derivative Security (Instr. 3)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Option	\$ 4.273	02/10/2010		M		4,970		\$0.01 PV Com Stk	4,970	\$ 4.2
Option	\$ 4.273	02/10/2010		M		3,573		\$0.01 PV Cl B Stk	3,573	\$ 4.2
<u>Option</u> (1)	\$ 8.082							\$0.01 PV Com Stk	4,970	
Option	\$ 8.082							\$0.01 PV Cl B Stk	2,795	
<u>Option</u> (1)	\$ 5.969							\$0.01 PV Com Stk	4,970	
Option	\$ 5.969							\$0.01 PV Cl B Stk	1,243	
<u>Option</u> (1)	\$ 4.146							\$0.01 PV Com Stk	4,970	
Option	\$ 4.146							\$0.01 PV Cl B Stk	1,243	

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<u>Option</u> (1)	\$ 4.392	08/19/2004	02/19/2014	\$ .01 PV Com Stk	4,000
Option	\$ 4.392	08/19/2004	02/19/2014	\$ .01 PV Cl B Stk	1,000
<u>Option</u> (2)	\$ 5.232	08/28/2005	02/28/2015	\$ .01 PV Com Stk	4,000
Option	\$ 5.232	08/28/2005	02/28/2015	\$ .01 PV Cl B Stk	1,000
<u>Option</u> (2)	\$ 10.728	09/06/2006	03/06/2016	\$ .01 PV Com Stk	5,000
Option	\$ 10.728	09/06/2006	03/06/2016	\$ .01 PV Cl B Stk	1,250
<u>Option</u> (2)	\$ 14.08	09/20/2007	03/20/2017	\$ .01 PV Com Stk	5,000
Option	\$ 14.08	09/20/2007	03/20/2017	\$ .01 PV Cl B Stk	1,250
Option	\$ 15.288	09/20/2008	03/20/2018	\$ .01 PV Com Stk	2,500
Option	\$ 15.288	09/20/2008	03/20/2018	\$ .01 PV Cl B Stk	625
<u>Option</u> (2)	\$ 7.4	09/05/2009	03/05/2019	\$ .01 PV Com Stk	4,000

## Reporting Owners

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

## Signatures

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

02/11/2010

\_\_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 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.