

ASTRONICS CORP
Form 4
August 12, 2008

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 *
MCKENNA ROBERT J

(Last) (First) (Middle)
38 QUARTERMASTER DRIVE
(Street)
SALEM, SC 29676
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2008

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)

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)
				(A) or (D)	Price		
\$.01 PV Com Stk	08/11/2008		M	4,970	A \$ 5,999	10,371	D
\$.01 PV Com Stk	08/11/2008		M	4,970	A \$ 5.341	15,341	D
\$.01 PV Com Stk	08/11/2008		M	4,970	A \$ 5.183	20,311	D
\$.01 PV Com Stk	08/11/2008		M	4,000	A \$ 5.49	24,311	D
\$.01 PV Cl B Stk	08/11/2008		M	1,864	A \$ 5.999	6,888	D
	08/11/2008		M	1,864	A	8,752	D

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\$.01 PV
 C1 B Stk \$
 5.341

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

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	
<u>Option (1)</u>	\$ 5.999	08/11/2008		M		4,970		08/05/1999 02/05/2009	\$.01 PV Com Stk	4,970 \$ 5.9
<u>Option (1)</u>	\$ 5.999	08/11/2008		M		1,864		08/05/1999 02/05/2009	\$.01 PV C1 B Stk	1,864 \$ 5.9
<u>Option (1)</u>	\$ 5.341	08/11/2008		M		4,970		08/15/2000 02/15/2010	\$.01 PV Com Stk	4,970 \$ 5.3
<u>Option (1)</u>	\$ 5.341	08/11/2008		M		1,864		08/15/2000 02/15/2010	\$.01 PV C1 B Stk	1,864 \$ 5.3
<u>Option (1)</u>	\$ 10.102							08/15/2001 02/15/2011	\$.01 PV Com Stk	4,970
<u>Option (1)</u>	\$ 10.102							08/15/2001 02/15/2011	\$.01 PV C1 B	1,242

<u>Option (1)</u>	\$ 7.461					08/14/2002	02/14/2012					Stk \$.01 PV Com Stk 4,970
<u>Option (1)</u>	\$ 5.183	08/11/2008		M	4,970	08/11/2003	02/11/2013					Stk \$.01 PV Com Stk 4,970 \$ 5.1
<u>Option (1)</u>	\$ 5.49	08/11/2008		M	4,000	08/19/2004	02/19/2014					Stk \$.01 PV Com Stk 4,000 \$ 5.4
<u>Option (1)</u>	\$ 6.54					08/28/2005	02/28/2015					Stk \$.01 PV Com Stk 4,000
<u>Option (2)</u>	\$ 13.41					09/06/2006	03/06/2016					Stk \$.01 PV Com Stk 5,000
<u>Option (2)</u>	\$ 17.6					09/20/2007	03/20/2017					Stk \$.01 PV Com Stk 5,000
<u>Option (2)</u>	\$ 19.11					09/20/2008	03/20/2018					Stk \$.01 PV Com Stk 2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNA ROBERT J 38 QUARTERMASTER DRIVE SALEM, SC 29676			X	

Signatures

/s/David C. Burney as Power of Attorney for Robert J.
McKenna

08/12/2008

__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) Granted pursuant to Company's 1997 Directors Stock Optino Plan.

(2) Granted pursuant to 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.

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