

MCKENNA ROBERT J
Form 4
October 20, 2008

FORM 4

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

OMB APPROVAL

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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)
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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| \$.01 PV Com Stk | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |
| \$.01 PV Cl B Stk | 10/17/2008 | | J | | 8,265 (1) | A | \$ 0 17,017 |
| | | | | | 24,311 | 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.

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(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. 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</u> <u>(2) (3)</u> | \$ 8.082 | 10/17/2008 | | J | | 0 | | 08/15/2001 02/15/2011 PV Com Stk | 4,970 | \$ 8.0 |
| <u>Option</u> <u>(2) (3)</u> | \$ 8.082 | 10/17/2008 | | J | | 1,553 | | 08/15/2001 02/15/2011 PV Cl B Stk | 2,795 | \$ 8.0 |
| <u>Option</u> <u>(2) (3)</u> | \$ 5.969 | 10/17/2008 | | J | | 0 | | 08/14/2002 02/14/2012 PV Com Stk | 4,970 | \$ 5.9 |
| <u>Option</u> <u>(3)</u> | \$ 5.969 | 10/17/2008 | | J | | 1,243 | | 08/14/2002 02/14/2012 PV Cl B Stk | 1,243 | \$ 5.9 |
| <u>Option</u> <u>(2) (3)</u> | \$ 5.232 | 10/17/2008 | | J | | 0 | | 08/28/2005 02/28/2015 PV Com Stk | 4,000 | \$ 5.2 |
| <u>Option</u> <u>(3)</u> | \$ 5.232 | 10/17/2008 | | J | | 1,000 | | 08/28/2008 02/28/2015 PV Cl B Stk | 1,000 | \$ 5.2 |
| <u>Option</u> <u>(3) (4)</u> | \$ 10.728 | 10/17/2008 | | J | | 0 | | 09/06/2006 03/06/2016 PV Com Stk | 5,000 | \$ 10.7 |
| <u>Option</u> <u>(3)</u> | \$ 10.728 | 10/17/2008 | | J | | 1,250 | | 09/06/2006 03/06/2016 PV Cl B Stk | 1,250 | \$ 10.7 |
| <u>Option</u> <u>(3) (4)</u> | \$ 14.08 | 10/17/2008 | | J | | 0 | | 09/20/2007 03/20/2017 \$0.01 PV | 5,000 | \$ 14.0 |

