

DRENNING JOHN B

Form 4

November 09, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DRENNING JOHN B

(Last) (First) (Middle)

THE GUARANTY BUILDING, 140
PEARL ST., SUITE 100

(Street)

BUFFALO, NY 14202-4040

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2010

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)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV Com Stk	11/09/2010		S		5,000	D	\$ 23 82,203
\$.01 PV Cl B Stk							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. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 8.082					08/15/2001	02/15/2011	\$.01 PV Com Stk	4,970	
Option	\$ 8.082					08/15/2001	02/15/2011	\$.01 PV Cl B Stk	2,795	
Option	\$ 5.969					08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970	
Option	\$ 5.969					08/14/2002	02/14/2012	\$.01 PV Cl B Stk	1,243	
Option	\$ 4.146					08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970	
Option	\$ 4.146					08/11/2003	02/11/2013	\$.01 PV Cl B Stk	1,243	
Option	\$ 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	1,000	

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					CI B Stk	
					\$.01 PV Com Stk	
Option	\$ 5.232		08/28/2005	02/28/2015		4,000
					\$.01 PV CI B Stk	
Option	\$ 5.232		08/28/2005	02/28/2015		1,000
					\$.01 PV Com Stk	
Option	\$ 10.728		09/06/2006	03/06/2016		5,000
					\$.01 PV CI B Stk	
Option	\$ 10.728		09/06/2006	03/06/2016		1,250
					\$.01 PV Com Stk	
Option	\$ 14.08		09/20/2007	03/20/2017		5,000
					\$.01 PV CI B Stk	
Option	\$ 14.08		09/20/2007	03/20/2017		1,250
					\$.01 PV Com Stk	
Option	\$ 15.288		09/20/2008	03/20/2018		2,500
					\$.01 PV CI B Stk	
Option	\$ 15.288		09/20/2008	03/20/2018		625
					\$.01 PV Com Stk	
Option	\$ 7.4		09/05/2009	03/05/2019		4,000
					\$.01 PV Com Stk	
Option	\$ 8.83		09/02/2010	03/02/2020		5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENNING JOHN B THE GUARANTY BUILDING 140 PEARL ST., SUITE 100 BUFFALO, NY 14202-4040	X			

Signatures

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

11/09/2010

__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).

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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