

ASTRONICS CORP

Form 4

August 12, 2008

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(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  
Cl 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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
<u>Option</u> (1)	\$ 5.999	08/11/2008		M	4,970	08/05/1999	02/05/2009	\$.01 PV Com Stk	4,970 \$ 5.9
<u>Option</u> (1)	\$ 5.999	08/11/2008		M	1,864	08/05/1999	02/05/2009	\$.01 PV Cl B Stk	1,864 \$ 5.9
<u>Option</u> (1)	\$ 5.341	08/11/2008		M	4,970	08/15/2000	02/15/2010	\$.01 PV Com Stk	4,970 \$ 5.3
<u>Option</u> (1)	\$ 5.341	08/11/2008		M	1,864	08/15/2000	02/15/2010	\$.01 PV Cl B Stk	1,864 \$ 5.3
<u>Option</u> (1)	\$ 10.102					08/15/2001	02/15/2011	\$.01 PV Com Stk	4,970
<u>Option</u> (1)	\$ 10.102					08/15/2001	02/15/2011	\$.01 PV Cl B	1,242

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