

MCKENNA ROBERT J
Form 4
November 20, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKENNA ROBERT J

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)
38 QUARTERMASTER DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2008

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

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

SALEM, SC 29676

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV Com Stk	11/19/2008		G		1,500	D	\$ 0
\$.01 PV Cl B Stk							22,811
							17,017

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
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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)

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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. 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
<u>Option (1)</u>	\$ 8.082							08/15/2001	02/15/2011	\$.01 PV Com Stk	4,970
<u>Option (1)</u>	\$ 8.082							08/15/2001	02/15/2011	\$.01 PV Cl B Stk	2,795
<u>Option (1)</u>	\$ 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
<u>Option (1)</u>	\$ 5.232							08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000
Option	\$ 5.232							08/28/2008	02/28/2015	\$.01 PV Cl B Stk	1,000
<u>Option (2)</u>	\$ 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

Option (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 (2)	\$ 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

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

11/20/2008

__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 Option 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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