

ASTRONICS CORP

Form 4

March 08, 2006

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)

03/06/2006

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	(D)	Price
\$01 PV Com Stk						1,100	D
\$01 PV Cl B Stk						412	D

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

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information contained in this form are not
required to respond unless the form
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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. 3)
				Code	V	(A)	(D)	Title	Amount or Number of Shares
<u>Option (1)</u>	\$ 13.41	03/06/2006		A		5,000		09/06/2006 03/06/2016 \$0.01 PV Com Stk	5,000 \$ 0.01
<u>Option (2)</u>	\$ 3.392							02/13/1998 02/13/2007 \$0.01 PV Com Stk	5,467
<u>Option (2)</u>	\$ 3.392							02/13/1998 02/13/2007 \$0.01 PV Cl B Stk	2,050
<u>Option (2)</u>	\$ 4.589							02/06/1999 02/06/2008 \$0.01 PV Com Stk	6,834
<u>Option (2)</u>	\$ 4.589							02/06/1999 02/06/2008 \$0.01 PV Cl B Stk	2,562
<u>Option (2)</u>	\$ 5.999							02/05/2000 02/05/2009 \$0.01 PV Com Stk	4,970
<u>Option (2)</u>	\$ 5.999							02/05/2000 02/05/2009 \$0.01 PV Cl B Stk	1,864
<u>Option (2)</u>	\$ 5.341							02/15/2001 02/15/2010 \$0.01 PV Com Stk	4,970
<u>Option (2)</u>	\$ 5.341							02/15/2001 02/15/2010 \$0.01 PV	1,864

<u>Option</u> (2)	\$ 10.102	02/15/2002	02/15/2011	CI B	4,970
				Stk	
<u>Option</u> (2)	\$ 10.102	02/15/2002	02/15/2011	\$.01 PV	1,242
				CI B Stk	
<u>Option</u> (2)	\$ 7.461	08/14/2002	08/14/2012	\$.01 PV	4,970
				Com Stk	
<u>Option</u> (2)	\$ 5.183	08/11/2003	08/11/2013	\$.01 PV	4,970
				Com Stk	
<u>Option</u> (2)	\$ 5.49	02/19/2005	02/19/2014	\$.01 PV	4,000
				Com Stk	
<u>Option</u> (2)	\$ 6.54	02/28/2005	02/15/2015	\$.01 PV	4,000
				Com Stk	

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

03/08/2006

__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 2005 Directors Stock Option Plan.

(2) Granted pursuant to Company's 1997 Directors Stock Option Plan.

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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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