

ASTRONICS CORP  
Form 4  
December 10, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
BURNEY DAVID C

(Last) (First) (Middle)

130 COMMERCE WAY

(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/09/2008

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)  
VP-FINANCE, TREASURER

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)
				(A) or (D)	Code V Amount (D) Price		
\$.01 PV COMMON STOCK						D	
\$.01 PV CLASS B STOCK						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. Fair Value of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 4.127					01/18/2000	01/18/2009	\$.01 PV COM STK	1,863
OPTION	\$ 4.127					01/18/2000	01/18/2009	\$.01 PV CL B STK	1,340
OPTION	\$ 4.917					01/18/2001	01/18/2010	\$.01 PV COM STK	1,243
OPTION	\$ 4.917					01/18/2001	01/18/2010	\$.01 PV CL B STK	892
OPTION	\$ 6.117					01/19/2002	01/19/2011	\$.01 PV COM STK	1,242
OPTION	\$ 6.117					01/19/2002	01/19/2011	\$.01 PV CL B STK	699
OPTION	\$ 8.177					01/25/2003	01/25/2012	\$.01 PV COM STK	1,242
OPTION	\$ 8.177					01/25/2003	01/25/2012	\$.01 PV Cl B Stk	311
OPTION	\$ 4.262					01/24/2004	01/24/2013	\$.01 PV	3,727

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					COM STK	
OPTION	\$ 4.262	01/24/2004	01/24/2013	COM STK PV Cl B Stk	932	
OPTION	\$ 4.392	02/19/2005	02/19/2014	COM STK PV COM STK	9,400	
OPTION	\$ 4.392	02/19/2005	02/19/2014	COM STK PV Cl B Stk	2,350	
OPTION	\$ 4.072	12/14/2005	12/14/2014	COM STK PV COM STK	10,100	
OPTION	\$ 4.072	12/14/2005	12/14/2014	COM STK PV Cl B Stk	2,525	
OPTION	\$ 5.2	02/18/2006	02/18/2015	COM STK PV COM STK	8,750	
OPTION	\$ 5.2	02/18/2006	02/18/2015	COM STK PV Cl B Stk	2,188	
OPTION	\$ 7.864	12/13/2006	12/13/2015	COM STK PV COM STK	6,900	
OPTION	\$ 7.864	12/13/2006	12/13/2015	COM STK PV Cl B Stk	1,725	
OPTION	\$ 13.888	12/12/2007	12/12/2016	COM STK PV COM STK	4,610	
OPTION	\$ 13.888	12/12/2007	12/12/2016	COM STK PV Cl B Stk	1,153	
OPTION	\$ 31.848	12/19/2008	12/19/2017	COM STK PV COM STK	2,210	

OPTION	\$ 31.848				12/19/2008	12/19/2017	\$ .01 PV Cl B Stk	553	
<u>OPTION</u> (1)	\$ 7.88	12/09/2008	A	12,690	12/09/2009	12/09/2018	\$ .01 PV COM STK	12,690	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 130 COMMERCE WAY EAST AURORA, NY 14052			VP-FINANCE, TREASURER	

## Signatures

/S/DAVID C.  
BURNEY

12/10/2008

\_\_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 the Company's 2001 Key Employee 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.