

BRADY ROBERT T  
Form 4  
February 03, 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 \*  
BRADY ROBERT T

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)  
286 GREENWOOD CT  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/02/2006

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

EAST AURORA, NY 14052

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
\$.01 Par Value Common Stock	02/02/2006		M		6,834 A \$ 2.18	43,385	D
\$.01 Par Value Class B Stock	02/02/2006		M		2,562 A \$ 2.18	23,405	D
\$.01 Par Value Common Stock	02/02/2006		S		1,837 D \$ 11.16	41,548	D

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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. 5)	
				Code	V	(A)	(D)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
<u>Option (1)</u>	\$ 3.392					02/13/1998	02/13/2007	PV Com Stk	6,834
<u>Option (1)</u>	\$ 3.392					02/13/1998	02/13/2007	PV CL B Stk	2,562
<u>Option (1)</u>	\$ 4.589					02/06/1999	02/06/2008	PV Com Stk	6,834
<u>Option (1)</u>	\$ 4.589					02/06/1999	02/06/2008	PV Cl B Stk	2,562
<u>Option (1)</u>	\$ 5.999					02/05/2000	02/05/2009	PV Com Stk	4,970
<u>Option (1)</u>	\$ 5.999					02/05/2000	02/05/2009	PV Cl B Stk	1,864

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<u>Option</u> (1)	\$ 5.341	02/15/2001	02/15/2010	\$ .01 PV Com Stk	4,970
<u>Option</u> (1)	\$ 5.341	02/15/2001	02/15/2010	\$ .01 PV Cl B Stk	1,864
<u>Option</u> (1)	\$ 10.102	02/15/2002	02/15/2011	\$ .01 PV Com Stk	4,970
<u>Option</u> (1)	\$ 10.102	02/15/2002	02/15/2011	\$ .01 PV Cl B Stk	1,242
<u>Option</u> (1)	\$ 7.461	08/14/2002	08/14/2012	\$ .01 PV Com Stk	4,970
<u>Option</u> (1)	\$ 5.183	08/11/2003	02/11/2013	\$ .01 PV Com Stk	4,970
<u>Option</u> (1)	\$ 5.49	02/19/2005	02/19/2014	\$ .01 PV Com Stk	4,000
<u>Option</u> (1)	\$ 6.54	08/28/2005	02/15/2015	\$ .01 PV Com Stk	4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADY ROBERT T 286 GREENWOOD CT EAST AURORA, NY 14052		X		

## Signatures

/s/David C. Burney as Power of Attorney for Robert T.  
Brady

02/02/2006

\_\_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 1997 Director 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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