

MCKENNA ROBERT J
Form 4
March 06, 2009

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)
03/05/2009

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
\$.01 PV Com Stk					22,811	D	
\$.01 PV Cl B Stk					17,017	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)

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 (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 (1)</u>	\$ 8.082					08/15/2001	02/15/2011	PV Com Stk	4,970
<u>Option (1)</u>	\$ 8.082					08/15/2001	02/15/2011	PV Cl B Stk	2,795
<u>Option (1)</u>	\$ 5.969					08/14/2002	02/14/2012	PV Com Stk	4,970
Option	\$ 5.969					08/14/2002	02/14/2012	PV Cl B Stk	1,243
<u>Option (1)</u>	\$ 5.232					08/28/2005	02/28/2015	PV Com Stk	4,000
Option	\$ 5.232					08/28/2008	02/28/2015	PV Cl B Stk	1,000
<u>Option (2)</u>	\$ 10.728					09/06/2006	03/06/2016	PV Com Stk	5,000
Option	\$ 10.728					09/06/2006	03/06/2016	PV Cl B Stk	1,250
<u>Option (2)</u>	\$ 14.08					09/20/2007	03/20/2017	\$.01 PV	5,000

Option	\$ 14.08					09/20/2007	03/20/2017			Com Stk		
										\$.01 PV Cl B Stk	1,250	
Option <u>(2)</u>	\$ 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	
Option <u>(2)</u>	\$ 7.4	03/05/2009		A	4,000	09/05/2009	03/05/2019			\$.01 PV Com Stk	4,000	\$ 7.

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

03/06/2009

__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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