MCKENNA ROBERT J
Form 4
November 16, 2010

FORM 4

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

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

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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).

(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)
11/15/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
$.01 PV Com Stk	11/15/2010		S		600	D	$ 21.1	9,025	I	Robert J. McKenna Revocable Trust (1)
$.01 PV Cl B Stk								10,425	D	
$.01 PV Cl B Stk								6,592	I	Robert J. McKenna Revocable Trust (1)

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

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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. Price of Derivative Security (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	$ 8.082							08/15/2001	02/15/2011	$.01 PV Com Stk	4,970	
Option	$ 8.082							08/15/2001	02/15/2011	$.01 PV Cl B Stk	2,795	
Option	$ 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	
Option	$ 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	
Option	$ 10.728							09/06/2006	03/06/2016	$.01	5,000	

					PV Com Stk	
Option	$ 10.728		09/06/2006	03/06/2016	$.01 PV Cl B Stk	1,250
Option	$ 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	$ 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	$ 7.4		09/05/2009	03/05/2019	$.01 PV Com Stk	4,000
Option	$ 8.83		09/02/2010	03/02/2020	$.01 PV Com Stk	5,000

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	11/16/2010
**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) Represents shares held by the Robert J. McKenna Revocable Trust. The beneficiaries of the trust are the reporting persons immediate family. The reporting person serves as one of two trustees and shares voting and investment power.

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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