

MCKENNA ROBERT J
Form 4
October 20, 2008

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

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)
38 QUARTERMASTER DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2008

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

SALEM, SC 29676
(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
\$.01 PV Com Stk				(A) or (D)			
			Code	V	Amount	(D)	Price
\$.01 PV Cl B Stk	10/17/2008		J		8,265 (1)	A	\$ 0 17,017
					24,311	D	

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

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(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</u> <u>(2) (3)</u>	\$ 8.082	10/17/2008		J		0		08/15/2001 02/15/2011 PV Com Stk	4,970	\$ 8.0
<u>Option</u> <u>(2) (3)</u>	\$ 8.082	10/17/2008		J		1,553		08/15/2001 02/15/2011 PV Cl B Stk	2,795	\$ 8.0
<u>Option</u> <u>(2) (3)</u>	\$ 5.969	10/17/2008		J		0		08/14/2002 02/14/2012 PV Com Stk	4,970	\$ 5.9
<u>Option</u> <u>(3)</u>	\$ 5.969	10/17/2008		J		1,243		08/14/2002 02/14/2012 PV Cl B Stk	1,243	\$ 5.9
<u>Option</u> <u>(2) (3)</u>	\$ 5.232	10/17/2008		J		0		08/28/2005 02/28/2015 PV Com Stk	4,000	\$ 5.2
<u>Option</u> <u>(3)</u>	\$ 5.232	10/17/2008		J		1,000		08/28/2008 02/28/2015 PV Cl B Stk	1,000	\$ 5.2
<u>Option</u> <u>(3) (4)</u>	\$ 10.728	10/17/2008		J		0		09/06/2006 03/06/2016 PV Com Stk	5,000	\$ 10.7
<u>Option</u> <u>(3)</u>	\$ 10.728	10/17/2008		J		1,250		09/06/2006 03/06/2016 PV Cl B Stk	1,250	\$ 10.7
<u>Option</u> <u>(3) (4)</u>	\$ 14.08	10/17/2008		J		0		09/20/2007 03/20/2017 PV	5,000	\$ 14.0

Option	Exercise Price	Grant Date	Relationship	Quantity	Expiration Date	Term	Stock Type	Quantity	Value
<u>(3)</u>	\$ 14.08	10/17/2008	J	1,250	09/20/2007	03/20/2017	Com Stk \$.01 PV Cl B Stk	1,250	\$ 14.08
<u>(3)</u> <u>(4)</u>	\$ 15.288	10/17/2008	J	0	09/20/2008	03/20/2018	Com Stk \$.01 PV Com Stk	2,500	\$ 15.288
<u>(3)</u>	\$ 15.288	10/17/2008	J	625	09/20/2008	03/20/2018	Com Stk \$.01 PV Cl B Stk	625	\$ 15.288

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

10/20/2008

__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) Shares were issued pursuant to a one-for-four distribution of Class B Stock to holder of both Common and Class B Stock on the record date of October 6, 2008.
- (2) Granted pursuant to Company's 1997 Directors Stock Option Plan.
- (3) Adjusted pursuant to Class B stock distribution declared by the Board of Directors payable on 10/17/2008 of one share if Class B stock for every four shares of Common Stock and Class B Stock.
- (4) 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. 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.