

DRENNING JOHN B
 Form 4
 February 07, 2011

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 *
DRENNING JOHN B

(Last) (First) (Middle)

**THE GUARANTY BUILDING, 140
 PEARL ST., SUITE 100**

(Street)

BUFFALO, NY 14202-4040

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
02/07/2011

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)	Price		
			Code	V	Amount		
\$.01 PV Com Stk	02/07/2011		M		2,607	D	\$ 24.07 78,596
\$.01 PV Com Stk	02/07/2011		M		4,970	A	\$ 8.082 83,566
\$.01 PV Cl B Stk	02/07/2011		M		2,795	A	\$ 8.082 120,607

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 (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
Option	\$ 8.082	02/07/2011		M	4,970	08/15/2001	02/15/2011	\$.01 PV Com Stk	4,970 \$ 8.0
Option	\$ 8.082	02/07/2011		M	2,795	08/15/2001	02/15/2011	\$.01 PV Cl B Stk	2,795 \$ 8.0
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	\$ 4.146					08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970
Option	\$ 4.146					08/11/2003	02/11/2013	\$.01 PV Cl B Stk	1,243
Option	\$ 4.392					08/19/2004	02/19/2014	\$.01 PV Com Stk	4,000
Option	\$ 4.392					08/19/2004	02/19/2014	\$.01 PV	1,000

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Option	\$ 5.232	08/28/2005	02/28/2015	CI B Stk \$.01 PV Com Stk	4,000
Option	\$ 5.232	08/28/2005	02/28/2015	CI B Stk \$.01 PV CI B Stk	1,000
Option	\$ 10.728	09/06/2006	03/06/2016	Com Stk \$.01 PV Com Stk	5,000
Option	\$ 10.728	09/06/2006	03/06/2016	CI B Stk \$.01 PV CI B Stk	1,250
Option	\$ 14.08	09/20/2007	03/20/2017	Com Stk \$.01 PV Com Stk	5,000
Option	\$ 14.08	09/20/2007	03/20/2017	CI B Stk \$.01 PV CI B Stk	1,250
Option	\$ 15.288	09/20/2008	03/20/2018	Com Stk \$.01 PV Com Stk	2,500
Option	\$ 15.288	09/20/2008	03/20/2018	CI B Stk \$.01 PV CI B Stk	625
Option	\$ 7.4	09/05/2009	03/05/2019	Com Stk \$.01 PV Com Stk	4,000
Option	\$ 8.83	09/02/2010	03/02/2020	Com Stk \$.01 PV Com Stk	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENNING JOHN B THE GUARANTY BUILDING 140 PEARL ST., SUITE 100 BUFFALO, NY 14202-4040	X			

Signatures

/s/David C. Burney as Power of Attorney for John B.
Drenning

02/07/2011

__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).

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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