

MCKENNA ROBERT J
 Form 4
 March 01, 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 *
 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)
 02/28/2011

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 Ownership (Instr. 4)
\$.01 PV Com Stk				(A) or (D) Price	12,951	I	Robert J. McKenna Revocable Trust ⁽¹⁾
\$.01 PV Cl B Stk				(A) or (D) Price	6,592	I	Robert J. McKenna Revocable Trust ⁽¹⁾
\$.01 PV Cl B Stk				(A) or (D) Price	14,463	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)

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	\$ 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 PV Com Stk	5,000
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	2,500

Option	\$ 15.288					09/20/2008	03/20/2018				Stk	
											\$.01	
											PV	625
											Cl B	
											Stk	
Option	\$ 7.4					09/05/2009	03/05/2019				\$.01	
											PV	4,000
											Com	
											Stk	
Option	\$ 8.83					09/02/2010	03/02/2020				\$.01	
											PV	5,000
											Com	
											Stk	
Option <u>(2)</u>	\$ 21.56	02/28/2011		A	2,500	08/28/2011	02/28/2021				\$.01	
											PV	2,500
											Com	\$ 21.
											Stk	

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

03/01/2011

__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).
- (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.
- (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. 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.