

ASTRONICS CORP
Form 4
October 03, 2005

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 *
BURNEY DAVID C

(Last) (First) (Middle)
130 COMMERCE WAY
(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2005

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)
VP-Finance, Treasurer

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)
			Code	V	Amount (A) or (D) Price		
\$.01 PV Common Stock	09/30/2005		A		2,445 (1) \$ 4.17	7,562	D
\$.01 PV Class B Stock						743	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)

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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	\$ 6.5					02/18/2006	02/18/2015	\$.01 PV Com Stk	8,750
Option	\$ 5.194					11/04/1999	11/04/2008	\$.01 PV Com Stk	1,863
Option	\$ 5.194					11/04/1999	11/04/2008	\$.01 PV Cl B Stk	699
Option	\$ 5.159					01/18/2000	01/18/2009	\$.01 PV Com Stk	1,863
Option	\$ 5.159					01/18/2000	01/18/2009	\$.01 PV Cl B Stk	699
Option	\$ 6.146					01/18/2001	01/18/2010	\$.01 PV Com Stk	1,243
Option	\$ 6.146					01/18/2001	01/18/2010	\$.01 PV Cl B Stk	465
Option	\$ 7.646					01/19/2002	01/19/2011	\$.01 PV Com	1,242

					Stk	
					\$.01	
Option	\$ 7.646	01/19/2002	01/19/2011	PV		311
				CI B		
				Stk		
					\$.01	
Option	\$ 10.221	01/25/2003	01/25/2012	PV		1,242
				Com		
				Stk		
					\$.01	
Option	\$ 5.328	01/24/2004	01/24/2013	PV		3,727
				Com		
				Stk		
					\$.01	
Option	\$ 5.49	02/19/2005	02/19/2014	PV		9,400
				Com		
				Stk		
					\$.01	
Option	\$ 5.09	12/14/2005	12/14/2014	PV		10,100
				Com		
				Stk		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 130 COMMERCE WAY EAST AURORA, NY 14052			VP-Finance, Treasurer	

Signatures

/s/ David C.
Burney

10/03/2005

**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) Acquired shares via exercise of subscription agreement under Employee Stock Purchase 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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