

BRADY ROBERT T  
Form 4  
October 20, 2008

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BRADY ROBERT T

(Last) (First) (Middle)

286 GREENWOOD CT

(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)  
10/17/2008

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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	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)
\$.01 PV Com Stk					52,319	D	
\$.01 PV Cl B Stk	10/17/2008		J	20,212 (1)	A \$ 0 48,741	D	

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

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information contained in this form are not  
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SEC 1474  
(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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 4.799	10/17/2008		J		0		08/05/1999	02/05/2009	\$.01 PV Com Stk	4,970	\$ 4.7
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 4.799	10/17/2008		J		1,709		08/05/1999	02/05/2009	\$.01 PV Cl B Stk	3,573	\$ 4.7
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 4.273	10/17/2008		J		0		08/15/2000	02/15/2010	\$.01 PV Com Stk	4,970	\$ 4.2
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 4.273	10/17/2008		J		1,709		08/15/2000	02/15/2010	\$.01 PV Cl B Stk	3,573	\$ 4.2
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 8.082	10/17/2008		J		0		08/15/2001	02/15/2011	\$.01 PV Com Stk	4,970	\$ 8.0
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 8.082	10/17/2008		J		1,553		08/15/2001	02/15/2011	\$.01 PV Cl B Stk	2,795	\$ 8.0
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 5.969	10/17/2008		J		0		08/14/2002	02/14/2012	\$.01 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	\$.01 PV Cl B Stk	1,243	\$ 5.9
<u>Option</u> <u>(2)</u> <u>(3)</u>	\$ 4.146	10/17/2008		J		0		08/11/2003	02/11/2013	\$.01 PV	4,970	\$ 4.1

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								Com Stk		
<u>Option (3)</u>	\$ 4.146	10/17/2008		J	1,243	08/11/2003	02/11/2013	\$.01 PV CI B Stk	1,243	\$ 4.1
<u>Option (2) (3)</u>	\$ 4.392	10/17/2008		J	0	08/19/2004	02/19/2014	\$.01 PV Com Stk	4,000	\$ 4.3
<u>Option (3)</u>	\$ 4.392	10/17/2008		J	1,000	08/19/2004	02/19/2014	\$.01 PV CI B Stk	1,000	\$ 4.3
<u>Option (2) (3)</u>	\$ 5.232	10/17/2008		J	0	08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000	\$ 5.2
<u>Option (3)</u>	\$ 5.232	10/17/2008		J	1,000	08/28/2005	02/28/2015	\$.01 PV CI B Stk	1,000	\$ 5.2
<u>Option (3) (4)</u>	\$ 10.728	10/17/2008		J	0	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000	\$ 10.7
<u>Option (3)</u>	\$ 10.728	10/17/2008		J	1,250	09/06/2006	03/06/2016	\$.01 PV CI B Stk	1,250	\$ 10.7
<u>Option (3) (4)</u>	\$ 14.08	10/17/2008		J	0	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000	\$ 14.0
<u>Option (3)</u>	\$ 14.08	10/17/2008		J	1,250	09/20/2007	03/20/2017	\$.01 PV CI B Stk	1,250	\$ 14.0
<u>Option (3) (4)</u>	\$ 15.288	10/17/2008		J	0	09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500	\$ 15.2
<u>Option (3)</u>	\$ 15.288	10/17/2008		J	625	09/20/2008	03/20/2018	\$.01 PV CI B	625	\$ 15.2

Stk

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
BRADY ROBERT T 286 GREENWOOD CT EAST AURORA, NY 14052	X

## Signatures

/s/David C. Burney as Power of Attorney for Robert T.  
Brady

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 issued pursuant to a one-for-four distribution of Class B Stock to holders of both Common and Class B Stock on the record date of October 6, 2008.
- (2) Granted pursuant to Company's 1997 Director 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 of Class B stock for every four shares of Common Stock and Class B Stock.
- (4) Granted pursuant to Company's 2005 Director 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.

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