

ASTRONICS CORP

Form 4

December 03, 2010

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
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2005
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(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)
12/02/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP-FINANCE, TREASURER

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (D) Price			
\$.01 PV COMMON STOCK					18,750	D	
\$.01 PV CLASS B STOCK					7,240	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
required to respond unless the form
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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. Pr Deriv Secu (Instr.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 6.117							01/19/2002	01/19/2011	\$.01 PV COM STK	1,242
OPTION	\$ 6.117							01/19/2002	01/19/2011	\$.01 PV CL B STK	699
OPTION	\$ 8.177							01/25/2003	01/25/2012	\$.01 PV COM STK	1,242
OPTION	\$ 8.177							01/25/2003	01/25/2012	\$.01 PV Cl B Stk	311
OPTION	\$ 4.262							01/24/2004	01/24/2013	\$.01 PV COM STK	3,727
OPTION	\$ 4.262							01/24/2004	01/24/2013	\$.01 PV Cl B Stk	932
OPTION	\$ 4.392							02/19/2005	02/19/2014	\$.01 PV COM STK	9,400
OPTION	\$ 4.392							02/19/2005	02/19/2014	\$.01 PV Cl B Stk	2,350
OPTION	\$ 4.072							12/14/2005	12/14/2014	\$.01 PV COM	10,100

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									STK			
									\$.01			
OPTION	\$ 4.072					12/14/2005	12/14/2014	PV Cl	2,525			
								B Stk				
									\$.01			
OPTION	\$ 5.2					02/18/2006	02/18/2015	PV	8,750			
								COM				
								STK				
									\$.01			
OPTION	\$ 5.2					02/18/2006	02/18/2015	PV Cl	2,188			
								B Stk				
									\$.01			
OPTION	\$ 7.864					12/13/2006	12/13/2015	PV	6,900			
								COM				
								STK				
									\$.01			
OPTION	\$ 7.864					12/13/2006	12/13/2015	PV Cl	1,725			
								B Stk				
									\$.01			
OPTION	\$ 13.888					12/12/2007	12/12/2016	PV	4,610			
								COM				
								STK				
									\$.01			
OPTION	\$ 13.888					12/12/2007	12/12/2016	PV Cl	1,153			
								B Stk				
									\$.01			
OPTION	\$ 31.848					12/19/2008	12/19/2017	PV	2,210			
								COM				
								STK				
									\$.01			
OPTION	\$ 31.848					12/19/2008	12/19/2017	PV Cl	553			
								B Stk				
									\$.01			
OPTION	\$ 7.88					12/09/2009	12/09/2018	PV	12,690			
								COM				
								STK				
									\$.01			
OPTION	\$ 7.87					12/03/2010	12/03/2019	PV	12,710			
								COM				
								STK				
									\$.01			
OPTION	\$ 21.26	12/02/2010		A	5,000	12/02/2011	12/02/2020	PV	5,000	\$ 2		
<u>(1)</u>								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

12/03/2010

__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) Granted pursuant to the Company's 2001 Key Employee 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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