

ASTRONICS CORP

Form 4

October 03, 2011

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)
09/30/2011

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
\$.01 PV COMMON STOCK ⁽¹⁾	09/30/2011		A		1,405	A \$ 13.75	21,397	D	
\$.01 PV CLASS B STOCK ⁽¹⁾	09/30/2011		A		141	A \$ 13.75	10,872	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. Price of Derivative Security (Instr. 5)
				Code	V	(A)	(D)	
OPTION	\$ 7.43					01/25/2003	01/25/2012	\$0.01 PV COM STK 1,242
OPTION	\$ 7.43					01/25/2003	01/25/2012	\$0.01 PV Cl B Stk 466
OPTION	\$ 3.87					01/24/2004	01/24/2013	\$0.01 PV COM STK 3,727
OPTION	\$ 3.87					01/24/2004	01/24/2013	\$0.01 PV Cl B Stk 1,397
OPTION	\$ 3.99					02/19/2005	02/19/2014	\$0.01 PV COM STK 9,400
OPTION	\$ 3.99					02/19/2005	02/19/2014	\$0.01 PV Cl B Stk 3,525
OPTION	\$ 3.7					12/14/2005	12/14/2014	\$0.01 PV COM STK 10,100
OPTION	\$ 3.7					12/14/2005	12/14/2014	\$0.01 PV Cl B Stk 3,787
OPTION	\$ 4.73					02/18/2006	02/18/2015	\$0.01 PV COM 8,750

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				STK	
				\$.01	
OPTION	\$ 4.73	02/18/2006	02/18/2015	PV Cl B Stk	3,281
				\$.01	
OPTION	\$ 7.15	12/13/2006	12/13/2015	PV COM STK	6,900
				\$.01	
OPTION	\$ 7.15	12/13/2006	12/13/2015	PV Cl B Stk	2,587
				\$.01	
OPTION	\$ 12.63	12/12/2007	12/12/2016	PV COM STK	4,610
				\$.01	
OPTION	\$ 12.63	12/12/2007	12/12/2016	PV Cl B Stk	1,729
				\$.01	
OPTION	\$ 28.95	12/19/2008	12/19/2017	PV COM STK	2,210
				\$.01	
OPTION	\$ 28.95	12/19/2008	12/19/2017	PV Cl B Stk	829
				\$.01	
OPTION	\$ 7.16	12/09/2009	12/09/2018	PV COM STK	12,690
				\$.01	
OPTION	\$ 7.16	12/09/2009	12/09/2018	PV CL B STK	1,269
				\$.01	
OPTION	\$ 7.15	12/03/2010	12/03/2019	PV COM STK	12,710
				\$.01	
OPTION	\$ 7.15	12/03/2010	12/03/2019	PV CL B STK	1,271
				\$.01	
OPTION	\$ 19.33	12/02/2011	12/02/2020	PV COM STK	5,000

OPTION	\$ 19.33	12/02/2011	12/02/2020	\$.01 PV CL B STK	500
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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

10/03/2011

__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) 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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