#### MCKENNA ROBERT J

Form 4

March 03, 2010

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

3235-0287

0.5

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Number:

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCKENNA ROBERT J Issuer Symbol ASTRONICS CORP [ATRO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Officer (give title \_ Other (specify 38 QUARTERMASTER DRIVE 03/02/2010 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **SALEM, SC 29676** Person (0:4-)

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owne						
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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price	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					19,361	D		
\$.01 PV Cl B Stk					17,017	D		

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

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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. Transactic Code (Instr. 8)	Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 8.082					08/15/2001	02/15/2011	\$.01 PV Com Stk	4,970
Option	\$ 8.082					08/15/2001	02/15/2011	\$.01 PV Cl B Stk	2,795
Option	\$ 5.969					08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970
Option	\$ 5.969					08/14/2002	02/14/2012	\$.01 PV Cl B Stk	1,243
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	5,000

8. Price Deriva Securit (Instr.

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							Com Stk		
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 Stk	2,500	
Option	\$ 15.288				09/20/2008	03/20/2018	\$.01 PV Cl B Stk	625	
Option	\$ 7.4				09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000	
Option (1)	\$ 8.83	03/02/2010	A	5,000	09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000	\$ 8.8

## **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

03/03/2010

\*\*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 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.

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