#### DRENNING JOHN B

Form 4

August 18, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person \* DRENNING JOHN B

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

ASTRONICS CORP [ATRO]

(Middle)

3. Date of Earliest Transaction

\_X\_\_ Director

10% Owner

THE GUARANTY BUILDING, 140

(Street)

(First)

08/16/2011

(Month/Day/Year)

Filed(Month/Day/Year)

Officer (give title below)

\_ Other (specify

PEARL ST., SUITE 100

4. If Amendment, Date Original

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

BUFFALO, NY 14202-4040

(City)	(State)	(Zip) 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)		sposed	of (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							83,566	D			
\$.01 PV Cl B Stk	08/16/2011		J	20,417	A	\$0	141,024	D			

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

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)		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 (2)	\$ 5.43	08/16/2011		J	0	08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970	\$ 5.43
Option (2)	\$ 5.43	08/16/2011		J	621	08/14/2002	02/14/2012	\$.01 PV Cl B Stk	1,864	\$ 5.43
Option (2)	\$ 3.77	08/16/2011		J	0	08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970	\$ 3.77
Option (2)	\$ 3.77	08/16/2011		J	621	08/11/2003	02/11/2013	\$.01 PV Cl B Stk	1,864	\$ 3.77
Option (2)	\$ 3.99	08/16/2011		J	0	08/19/2004	02/19/2014	\$.01 PV Com Stk	4,000	\$ 3.99
Option (2)	\$ 3.99	08/16/2011		J	500	08/19/2004	02/19/2014	\$.01 PV Cl B Stk	1,500	\$ 3.99
Option (2)	\$ 4.76	08/16/2011		J	0	08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000	\$ 4.76
Option (2)	\$ 4.76	08/16/2011		J	500	08/28/2005	02/28/2015	\$.01 PV Cl B	1,500	\$ 4.76

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							Stk		
Option (2)	\$ 9.75	08/16/2011	J	0	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000	\$ 9.75
Option (2)	\$ 9.75	08/16/2011	J	625	09/06/2006	03/06/2016	\$.01 PV Cl B Stk	1,875	\$ 9.75
Option (2)	\$ 12.8	08/16/2011	J	0	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000	\$ 12.8
Option (2)	\$ 12.8	08/16/2011	J	625	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	1,875	\$ 12.8
Option (2)	\$ 13.9	08/16/2011	J	0	09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500	\$ 13.9
Option (2)	\$ 13.9	08/16/2011	J	312	09/20/2008	03/20/2018	\$.01 PV Cl B Stk	937	\$ 13.9
Option (2)	\$ 6.73	08/16/2011	J	0	09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000	\$ 6.73
Option (2)	\$ 6.73	08/16/2011	J	400	09/05/2009	03/05/2019	\$.01 PV Cl B Stk	400	\$ 6.73
Option (2)	\$ 8.03	08/16/2011	J	0	09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000	\$ 8.03
Option (2)	\$ 8.03	08/16/2011	J	500	09/02/2010	03/02/2020	\$.01 PV Cl B Stk	500	\$ 8.03
Option (2)	\$ 19.6	08/16/2011	J	0	08/28/2011	02/28/2021	\$.01 PV Com Stk	2,500	\$ 19.6

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							\$.01		
Option (2)	\$ 19.6	08/16/2011	J	250	08/28/2011	02/28/2021	PV Cl B	250	\$ 19.6
							Stk		

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

DRENNING JOHN B
THE GUARANTY BUILDING
140 PEARL ST., SUITE 100
BUFFALO, NY 14202-4040

# **Signatures**

/s/David C. Burney as Power of Attorney for John B.

Drenning

\*\*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-ten distribution of Class B Stock to holders of both Common and Class B Stock on the record date of August 16, 2011.
- (2) Adjusted pursuant to Class B Stock distribution declared by the Board of Directors payable on 8/16/2011 of one share of Class B Stock for every ten shares of Common Stock and Class B Stock.

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.

Reporting Owners 4