DRENNING JOHN B

Form 4

February 07, 2008

FORM 4

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

OMB 3235

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * DRENNING JOHN B			2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO]	5. Relationship of Reporting Person(s) to Issuer
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)
ONE M&T PI	LAZA, SUI	TE 2000	(Month/Day/Year) 02/06/2008	X Director 10% Owner Officer (give title below) Other (specify below)
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)
BUFFALO, NY 14203				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	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	3. Transactio	4. Securi on(A) or D: (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
(msu. 3)		(Month/Day/Year)	(Instr. 8)	(mstr. 3,	(A)	3)	Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
\$.01 PV Com Stk	02/06/2008		M	6,834	A	\$ 4.589	89,250	D	
\$.01 PV Cl B Stk	02/06/2008		M	2,562	A	\$ 4.589	70,683	D	

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

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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. 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)		8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (1)	\$ 17.6					09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000	
Option (2)	\$ 4.589	02/06/2008		M	6,834	02/06/1999	02/06/2008	\$.01 PV Com Stk	6,834	\$ 4.5
Option (2)	\$ 4.589	02/06/2008		M	2,562	02/06/1999	02/06/2008	\$.01 PV Cl B Stk	2,562	\$ 4.5
Option (2)	\$ 5.999					02/05/2000	02/05/2009	\$.01 PV Com Stk	4,970	
Option (2)	\$ 5.999					02/05/2000	02/05/2009	\$.01 PV Cl B Stk	1,864	
Option (2)	\$ 5.341					02/15/2001	02/15/2010	\$.01 PV Com Stk	4,970	
Option (2)	\$ 5.341					02/15/2001	02/15/2010	\$.01 PV Cl B Stk	1,864	
Option (2)	\$ 10.102					02/15/2002	02/15/2011	\$.01 PV Com Stk	4,970	
Option (2)	\$ 10.102					02/15/2002	02/15/2011	\$.01 PV	1,242	

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				Cl B Stk	
Option (2)	\$ 7.461	08/14/2002	08/14/2012	\$.01 PV Com Stk	4,970
Option (2)	\$ 5.183	08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970
Option (2)	\$ 5.49	02/15/2005	02/15/2014	\$.01 PV Com Stk	4,000
Option (2)	\$ 6.54	08/28/2005	02/25/2015	\$.01 PV Com Stk	4,000
Option (1)	\$ 13.41	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
DRENNING JOHN B	37						
ONE M&T PLAZA, SUITE 2000	X						
BUFFALO, NY 14203							

Signatures

/s/David C. Burney as Power of Attorney for John B.
Drenning 02/07/2008

**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) Granted pursuant to the Company's 2005 Directors Stock Option Plan.
- (2) Granted pursuant to the Company's 1997 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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