

ASTRONICS CORP

Form 4

December 13, 2006

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
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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)
12/12/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP-Finance, Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 (D) Price			
\$.01 PV Common Stock					9,437	D	
\$.01 PV Class B Stock					743	D	

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

**Persons who respond to the collection of
information contained in this form are not
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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 Deriva Security (Instr.
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Option	\$ 17.36	12/12/2006		A		4,610		\$0.01 PV Com Stk	4,610
Option	\$ 5.194							\$0.01 PV Com Stk	1,863
Option	\$ 5.194							\$0.01 PV Cl B Stk	699
Option	\$ 5.159							\$0.01 PV Com Stk	1,863
Option	\$ 5.159							\$0.01 PV Cl B Stk	699
Option	\$ 6.146							\$0.01 PV Com Stk	1,243
Option	\$ 6.146							\$0.01 PV Cl B Stk	465
Option	\$ 7.646							\$0.01 PV Com Stk	1,242

Option	\$ 7.646	01/19/2002	01/19/2011	\$.01 PV Cl B Stk	311
Option	\$ 10.221	01/25/2003	01/25/2012	\$.01 PV Com Stk	1,242
Option	\$ 5.328	01/24/2004	01/24/2013	\$.01 PV Com Stk	3,727
Option	\$ 5.49	02/19/2005	02/19/2014	\$.01 PV Com Stk	9,400
Option	\$ 5.09	12/14/2005	12/14/2014	\$.01 PV Com Stk	10,100
Option	\$ 6.5	02/18/2006	02/18/2015	\$.01 PV Com Stk	8,750
Option	\$ 9.83	12/13/2006	12/13/2015	\$.01 PV Com Stk	6,900

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

12/13/2006

**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).

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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