

ASTRONICS CORP

Form 4

February 06, 2007

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

**ONE M&T PLAZA, SUITE 2000**

(Street)

**BUFFALO, NY 14203**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ASTRONICS CORP [ATRO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/05/2007**

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)

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	(A) or (D) Price			
\$.01 PV Com Stk	02/05/2007		A		6,834	A \$ 3.392	83,416	D	
\$.01 PV Cl B Stk	02/05/2007		A		2,562	A \$ 3.392	68,121	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  
required to respond unless the form  
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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. 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. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
<u>Option</u> (2)	\$ 3.392	02/05/2007		M	6,834	02/13/1998	02/13/2007	\$.01 PV Com Stk	6,834 \$ 3.3
<u>Option</u> (2)	\$ 3.392	02/05/2007		M	2,562	02/13/1998	02/13/2007	\$.01 PV Cl B Stk	2,562 \$ 3.3
<u>Option</u> (2)	\$ 4.589					02/06/1999	02/06/2008	\$.01 PV Com Stk	6,834
<u>Option</u> (2)	\$ 4.589					02/06/1999	02/06/2008	\$.01 PV Cl B Stk	2,562
<u>Option</u> (2)	\$ 5.999					02/05/2000	02/05/2009	\$.01 PV Com Stk	4,970
<u>Option</u> (2)	\$ 5.999					02/05/2000	02/05/2009	\$.01 PV Cl B Stk	1,864
<u>Option</u> (2)	\$ 5.341					02/15/2001	02/15/2010	\$.01 PV Com Stk	4,970
<u>Option</u> (2)	\$ 5.341					02/15/2001	02/15/2010	\$.01 PV Cl B Stk	1,864
<u>Option</u> (2)	\$ 10.102					02/15/2002	02/15/2011	\$.01 PV	4,970

<u>Option</u> (2)	\$ 10.102	02/15/2002	02/15/2011	Com Stk \$.01 PV Cl B Stk	1,242
<u>Option</u> (2)	\$ 7.461	08/14/2002	08/14/2012	\$.01 PV Com Stk	4,970
<u>Option</u> (2)	\$ 5.183	08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970
<u>Option</u> (2)	\$ 5.49	02/15/2005	02/15/2014	\$.01 PV Com Stk	4,000
<u>Option</u> (2)	\$ 6.54	08/28/2005	02/25/2015	\$.01 PV Com Stk	4,000
<u>Option</u> (1)	\$ 13.41	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000

## Reporting Owners

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

## Signatures

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

02/06/2007

\_\_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.

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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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