

ASTRONICS CORP

Form 4

March 22, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKENNA ROBERT J

(Last) (First) (Middle)

38 QUARTERMASTER DRIVE

(Street)

SALEM, SC 29676

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2006

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)

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					6,567	D	
\$.01 PV Cl B Stk					2,462	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
displays a currently valid OMB control
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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 Derivative Security (Instr. 3)
				Code	V	(A)	(D)	Title	Amount or Number of Shares
<u>Option (1)</u>	\$ 17.6	03/20/2007		A		5,000		09/20/2007 03/20/2017 \$0.01 PV Com Stk	5,000 \$ 17.6
<u>Option (2)</u>	\$ 4.589							02/06/1999 02/06/2008 \$0.01 PV Com Stk	6,834
<u>Option (2)</u>	\$ 4.589							02/06/1999 02/06/2008 \$0.01 PV Cl B Stk	2,562
<u>Option (2)</u>	\$ 5.999							02/05/2000 02/05/2009 \$0.01 PV Com Stk	4,970
<u>Option (2)</u>	\$ 5.999							02/05/2000 02/05/2009 \$0.01 PV Cl B Stk	1,864
<u>Option (2)</u>	\$ 5.341							02/15/2001 02/15/2010 \$0.01 PV Com Stk	4,970
<u>Option (2)</u>	\$ 5.341							02/15/2001 02/15/2010 \$0.01 PV Cl B Stk	1,864
<u>Option (2)</u>	\$ 10.102							02/15/2002 02/15/2011 \$0.01 PV Com Stk	4,970
<u>Option (2)</u>	\$ 10.102							02/15/2002 02/15/2011 \$0.01 PV	1,242

								Cl B Stk	
								\$.01 PV Com	
Option (2)	\$ 7.461			08/14/2002	08/14/2012			Stk	4,970
								\$.01 PV Com	
Option (2)	\$ 5.183			08/11/2003	08/11/2013			Stk	4,970
								\$.01 PV Com	
Option (2)	\$ 5.49			02/19/2005	02/19/2014			Stk	4,000
								\$.01 PV Com	
Option (2)	\$ 6.54			02/28/2005	02/15/2015			Stk	4,000
								\$.01 PV Com	
Option (1)	\$ 13.41			09/06/2006	03/06/2016			Stk	5,000

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

03/22/2007

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 Company's 2005 Directors Stock Option Plan.

(2) Granted pursuant to Company's 1997 Directors Stock Optino Plan.

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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