

DRENNING JOHN B

Form 4

February 10, 2012

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
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(Print or Type Responses)

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

(Last) (First) (Middle)

THE GUARANTY BUILDING, 140
PEARL ST., SUITE 100

(Street)

BUFFALO, NY 14202-4040

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2012

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	02/09/2012		M		1,041	D	\$ 35.66
							76,525
							D
\$01 PV Com Stk	02/09/2012		M		4,970	A	\$ 5.43
							81,495
							D
\$01 PV Cl B Stk	02/09/2012		M		1,864	A	\$ 5.43
							142,888
							D

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

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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 Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 5.43	02/09/2012		M	4,970	08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970 \$ 5.43
Option	\$ 5.43	02/09/2012		M	1,864	08/14/2002	02/14/2012	\$.01 PV Cl B Stk	1,864 \$ 5.43
Option	\$ 3.77					08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970
Option	\$ 3.77					08/11/2003	02/11/2013	\$.01 PV Cl B Stk	1,864
Option	\$ 3.99					08/19/2004	02/19/2014	\$.01 PV Com Stk	4,000
Option	\$ 3.99					08/19/2004	02/19/2014	\$.01 PV Cl B Stk	1,500
Option	\$ 4.76					08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000
Option	\$ 4.76					08/28/2005	02/28/2015	\$.01 PV	1,500

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

						Stk	
						\$.01	
Option	\$ 19.6			08/28/2011	02/28/2021	PV	
						Cl B	250
						Stk	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENNING JOHN B THE GUARANTY BUILDING 140 PEARL ST., SUITE 100 BUFFALO, NY 14202-4040		X		

Signatures

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

02/10/2012

__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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