

ASTRONICS CORP
Form 4
March 03, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

1910 WOODCREST DRIVE NE

(Street)

OWATONNA, MN 55060

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2005

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
\$.01 Par Value Common Stock					1,100	D	
\$.01 Par Value Class B Stock					412	D	

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

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number.

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	
<u>Option (1)</u>	\$ 6.54	02/28/2005		M	4,000	08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000	\$ 0
<u>Option (1)</u>	\$ 3.392					02/13/1998	02/13/2007	\$.01 PV Com Stk	5,467	
<u>Option (1)</u>	\$ 3.392					02/13/1998	02/13/2007	\$.01 PV Cl B Stk	2,050	
<u>Option (1)</u>	\$ 4.589					02/06/1999	02/06/2008	\$.01 PV Com Stk	6,834	
<u>Option (1)</u>	\$ 4.589					02/06/1999	02/06/2008	\$.01 PV Cl B Stk	2,562	
<u>Option (1)</u>	\$ 5.999					02/05/2000	02/05/2009	\$.01 PV Com Stk	4,970	
<u>Option (1)</u>	\$ 5.999					02/05/2000	02/05/2009	\$.01 PV Cl B Stk	1,864	
<u>Option (1)</u>	\$ 5.341					02/15/2001	02/15/2010	\$.01 PV	4,970	

					Com Stk	
<u>Option (1)</u>	\$ 5.341	02/15/2001	02/15/2010		\$.01 PV Cl B Stk	1,864
<u>Option (1)</u>	\$ 10.102	02/15/2002	02/15/2011		\$.01 PV Com Stk	4,970
<u>Option (1)</u>	\$ 10.102	02/15/2002	02/15/2011		\$.01 PV Cl B Stk	1,242
<u>Option (1)</u>	\$ 7.461	08/14/2002	08/14/2012		\$.01 PV Com Stk	4,970
<u>Option (1)</u>	\$ 5.183	08/11/2003	08/11/2013		\$.01 PV Com Stk	4,970
<u>Option (1)</u>	\$ 5.49	02/19/2005	02/19/2014		\$.01 PV Com Stk	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNA ROBERT J 1910 WOODCREST DRIVE NE OWATONNA, MN 55060		X		

Signatures

/s/ David C. Burney, as POA for Robert J. McKenna	03/03/2005
<u> </u> **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 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.

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