

ASTRONICS CORP

Form 4

March 02, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
02/28/2005

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
\$0.01 Par Value Common Stock					71,585	D	
\$0.01 Par Value Class B Stock					62,997	D	

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

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 information contained in this form are not
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 (9-02)

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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
				Code	V	(A)	(D)	Title	Amount or Number of Shares
<u>Option</u> (1)	\$ 6.54	02/28/2005		M		4,000		\$0.01 PV Com Stk	4,000
<u>Option</u> (1)	\$ 2.181							\$0.01 PV Com Stk	6,834
<u>Option</u> (1)	\$ 2.181							\$0.01 PV CL B Stk	2,562
<u>Option</u> (1)	\$ 3.392							\$0.01 PV Com Stk	6,834
<u>Option</u> (1)	\$ 3.392							\$0.01 PV CL B Stk	2,562
<u>Option</u> (1)	\$ 4.589							\$0.01 PV Com Stk	6,834
<u>Option</u> (1)	\$ 4.589							\$0.01 PV CL B Stk	2,562
<u>Option</u> (1)	\$ 5.999							\$0.01 PV	4,970

<u>Option</u> (1)	\$ 5.999	02/05/2000	02/05/2009	Com Stk \$.01 PV CL B Stk	1,864
<u>Option</u> (1)	\$ 5.341	02/15/2001	02/15/2010	\$.01 PV Com Stk	4,970
<u>Option</u> (1)	\$ 5.341	02/15/2001	02/15/2010	\$.01 PV CL B Stk	1,864
<u>Option</u> (1)	\$ 10.102	02/15/2002	02/15/2011	\$.01 PV Com Stk	4,970
<u>Option</u> (1)	\$ 10.102	02/15/2002	02/15/2011	\$.01 PV CL B Stk	1,242
<u>Option</u> (1)	\$ 7.461	08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970
<u>Option</u> (1)	\$ 5.183	08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970
<u>Option</u> (1)	\$ 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
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

03/02/2005

__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 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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