

ASTRONICS CORP  
Form 4  
March 07, 2006

**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)  
**03/06/2006**

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
\$.01 PV Com Stk					76,582	D	
\$.01 PV Cl B Stk					65,559	D	

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

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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 (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>	\$ 13.41	03/06/2006		A	5,000	09/06/2006	03/06/2016	\$0.01 PV Com Stk	5,000
<u>Option (2)</u>	\$ 3.392					02/13/1998	02/13/2007	\$0.01 PV Com Stk	6,834
<u>Option (2)</u>	\$ 3.392					02/13/1998	02/13/2007	\$0.01 PV Cl B Stk	2,562
<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	1,864



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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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