

BRADY ROBERT T
Form 4
February 04, 2009

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 *
BRADY ROBERT T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
286 GREENWOOD CT
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

EAST AURORA, NY 14052

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
\$.01 PV Com Stk	02/04/2009		M	A	4,970	\$ 4.799	57,289	D
\$.01 PV Com Stk	02/04/2009		S	D	5,766	\$ 7.11	51,523	D
\$.01 PV Cl B Stk	02/04/2009		M	A	3,573	\$ 4.799	52,314	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)

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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)	Title	Amount or Number of Shares		
Option	\$ 4.799	02/04/2009		M		4,970		\$0.01 PV Com Stk	4,970	\$ 4.7	
Option	\$ 4.799	02/04/2009		M		3,573		\$0.01 PV Cl B Stk	3,573	\$ 4.7	
Option	\$ 4.273						08/15/2000	02/15/2010	\$0.01 PV Com Stk	4,970	
Option	\$ 4.273						08/15/2000	02/15/2010	\$0.01 PV Cl B Stk	3,573	
Option	\$ 8.082						08/15/2001	02/15/2011	\$0.01 PV Com Stk	4,970	
Option	\$ 8.082						08/15/2001	02/15/2011	\$0.01 PV Cl B Stk	2,795	
Option	\$ 5.969						08/14/2002	02/14/2012	\$0.01 PV Com Stk	4,970	
Option	\$ 5.969						08/14/2002	02/14/2012	\$0.01 PV Cl B Stk	1,243	

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Option	\$ 4.146	08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970
Option	\$ 4.146	08/11/2003	02/11/2013	\$.01 PV Cl B Stk	1,243
Option	\$ 4.392	08/19/2004	02/19/2014	\$.01 PV Com Stk	4,000
Option	\$ 4.392	08/19/2004	02/19/2014	\$.01 PV Cl B Stk	1,000
Option	\$ 5.232	08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000
Option	\$ 5.232	08/28/2005	02/28/2015	\$.01 PV Cl B Stk	1,000
Option	\$ 10.728	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000
Option	\$ 10.728	09/06/2006	03/06/2016	\$.01 PV Cl B Stk	1,250
Option	\$ 14.08	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000
Option	\$ 14.08	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	1,250
Option	\$ 15.288	09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500
Option	\$ 15.288	09/20/2008	03/20/2018		625

\$.01
 PV
 Cl B
 Stk

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADY ROBERT T 286 GREENWOOD CT EAST AURORA, NY 14052		X		

Signatures

/s/David C. Burney as Power of Attorney for Robert T.
 Brady

02/04/2009

__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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