

ASTRONICS CORP

Form 4

March 02, 2005

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

OMB APPROVAL

OMB Number: 3235-0287  
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 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |
| \$.01 Par<br>Value<br>Common<br>Stock |                                         |                                                             |                                      |                                                                            | 71,585                                                                                                             | D                                                                    |                                                                   |
| \$.01 Par<br>Value Class<br>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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number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price                               |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Title                                                                     | Amount<br>or<br>Number<br>of<br>Shares |
| <u>Option</u><br>(1)                                | \$ 6.54                                                            | 02/28/2005                              |                                                             | M                                    |                                                                                                                 | 4,000                                                          |     | \$0.01<br>PV<br>Com<br>Stk                                                | 4,000                                  |
| <u>Option</u><br>(1)                                | \$ 2.181                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | \$0.01<br>PV<br>Com<br>Stk                                                | 6,834                                  |
| <u>Option</u><br>(1)                                | \$ 2.181                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | \$0.01<br>PV<br>CL B<br>Stk                                               | 2,562                                  |
| <u>Option</u><br>(1)                                | \$ 3.392                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | \$0.01<br>PV<br>Com<br>Stk                                                | 6,834                                  |
| <u>Option</u><br>(1)                                | \$ 3.392                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | \$0.01<br>PV<br>CL B<br>Stk                                               | 2,562                                  |
| <u>Option</u><br>(1)                                | \$ 4.589                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | \$0.01<br>PV<br>Com<br>Stk                                                | 6,834                                  |
| <u>Option</u><br>(1)                                | \$ 4.589                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | \$0.01<br>PV<br>CL B<br>Stk                                               | 2,562                                  |
| <u>Option</u><br>(1)                                | \$ 5.999                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | \$0.01<br>PV                                                              | 4,970                                  |

|                      |           |            |            |                                          |       |
|----------------------|-----------|------------|------------|------------------------------------------|-------|
| <u>Option</u><br>(1) | \$ 5.999  | 02/05/2000 | 02/05/2009 | Com<br>Stk<br>\$.01<br>PV<br>CL B<br>Stk | 1,864 |
| <u>Option</u><br>(1) | \$ 5.341  | 02/15/2001 | 02/15/2010 | \$.01<br>PV<br>Com<br>Stk                | 4,970 |
| <u>Option</u><br>(1) | \$ 5.341  | 02/15/2001 | 02/15/2010 | \$.01<br>PV<br>CL B<br>Stk               | 1,864 |
| <u>Option</u><br>(1) | \$ 10.102 | 02/15/2002 | 02/15/2011 | \$.01<br>PV<br>Com<br>Stk                | 4,970 |
| <u>Option</u><br>(1) | \$ 10.102 | 02/15/2002 | 02/15/2011 | \$.01<br>PV<br>CL B<br>Stk               | 1,242 |
| <u>Option</u><br>(1) | \$ 7.461  | 08/14/2002 | 02/14/2012 | \$.01<br>PV<br>Com<br>Stk                | 4,970 |
| <u>Option</u><br>(1) | \$ 5.183  | 08/11/2003 | 02/11/2013 | \$.01<br>PV<br>Com<br>Stk                | 4,970 |
| <u>Option</u><br>(1) | \$ 5.49   | 02/19/2005 | 02/19/2014 | \$.01<br>PV<br>Com<br>Stk                | 4,000 |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|-------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                   | Director      | 10% Owner | Officer | Other |
| DRENNING JOHN B<br>ONE M&T PLAZA, SUITE 2000<br>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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