

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* BURNEY DAVID C			2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ X Officer (give title below) _____ Other (specify below) _____ VP-Finance, Treasurer		
(Last) (First) (Middle) 1801 ELMWOOD AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 03/05/2004					
(Street) BUFFALO, NY 14207			4. If Amendment, Date Original Filed(Month/Day/Year) 02/20/2004			6. Individual or Joint/Group Filing(Check Applicable Line) X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
\$.01 Par Value Common Stock								2,027	D	
\$.01 Par Value Class B Stock								743	D	

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

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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. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Option	\$ 5.194							11/04/1999	11/04/2008	\$.01 PV Com Stk	1,863	1,863	D	
Option	\$ 5.194							11/04/1999	11/04/2008	\$.01 PV Cl B Stk	699	699	D	
Option	\$ 5.159							01/18/2000	01/18/2009	\$.01 PV Com Stk	1,863	1,863	D	
Option	\$ 5.159							01/18/2000	01/18/2009	\$.01 PV Cl B Stk	699	699	D	
Option	\$ 6.146							01/18/2001	01/18/2010	\$.01 PV Com Stk	1,243	1,243	D	

Option	\$ 6.146							01/18/2001	01/18/2010	\$.01 PV Cl B Stk	465		465	D	
Option	\$ 7.646							01/19/2002	01/19/2011	\$.01 PV Com Stk	1,242		1,242	D	
Option	\$ 7.646							01/19/2002	01/19/2011	\$.01 PV Cl B Stk	311		311	D	
Option	\$ 10.221							01/25/2003	01/25/2012	\$.01 PV Com Stk	1,242		1,242	D	
Option	\$ 5.328							01/24/2004	01/24/2013	\$.01 PV Com Stk	3,727		3,727	D	
Option	\$ 5.49							02/19/2005	02/19/2014	\$.01 PV Com Stk	9,400		9,400	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 1801 ELMWOOD AVENUE BUFFALO, NY 14207			VP-Finance, Treasurer	

Signatures

/s/ John B. Drenning, as Power of Attorney for David C. Burney		03/05/2004
<small>Signature of Reporting Person</small>		<small>Date</small>

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).

Remarks:

Adjustments to substitution options and exercise price as a result of MOD-PAC Corp. spin-off.

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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