

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 20, 2005

ASTRONICS CORPORATION.

(Exact name of registrant as specified in its charter)

NEW YORK	0-7087	16-0959303
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
130 Commerce Way, East Aurora, New York	14052	
(Address of principal executive offices)	(Zip Code)	

Registrant's telephone number, including area code: (716) 805-1599

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below)

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

By letter dated January 5, 2005 from The Nasdaq Stock Market, or Nasdaq, we were informed that pursuant to our December 9, 2004 oral hearing before the Nasdaq Listing Qualifications Panel (the "Panel"), the Panel has granted our request for continued listing of our common stock on the Nasdaq National Market, subject to specified conditions.

In our current report on Form 8-K filed with the SEC on November 8, 2004, we reported that we had received a letter dated November 2, 2004, from Nasdaq indicating that we are not in compliance with Nasdaq National Market continued listing requirements as a result of our failure to audit committee composition requirement under Nasdaq Marketplace Rule 4350(d)(2) and SEC Rule 10A-3 and the certification requirement under Nasdaq Marketplace Rules 4350(d)(2), 4350(d)(2)A, 4350(d)(1), 4350(c)(4)(B), 4350(c)(2) and 4350(n).

The Panel's determination to continue the listing of our common stock is subject to a number of conditions, including:

- on or before January 31, 2005, we must file with the SEC a current reports on Form 8-K announcing the addition of Raymond W. Boushie to our Board of Directors and Audit Committee;

- on or before January 31, 2005, we must provide the Panel with a written opinion evidencing the independence of John B. Drenning for service on our Board of Directors; and

- on or before January 31, 2005, we must file a revised Corporate Governance Certificate with The Nasdaq Stock Market.

In the event we fail to demonstrate compliance with these conditions, our common stock may be delisted. The Panel has reserved the right to reconsider the conditions to the continued listing of our common stock in the event that any event, condition or circumstance arises that, in its opinion, would make the continued listing of our common stock inadvisable or unwarranted. We have delivered the opinion and Corporate Governance Certificate referenced above and upon filing of this Current Report on Form 8-K believe that we have complied with the conditions set by the Panel to continue the listing of our common stock.

The Nasdaq Listing and Hearing Review Council has the right to review the Panel's decision within 45 days of issuance of the decision and may affirm, modify, reverse, dismiss or remand the decision.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On January 20, 2005, the Company issued a press release announcing the appointment of Raymond W. Boushie to the Company's Board of Directors. This appointment increases the total number of directors of the Company to six, of which four members including Mr. Boushie) are independent under applicable guidelines and three members (including Mr. Boushie) meet the additional independence requirements for service on the Board of Director's Audit Committee. As an independent director, Mr. Boushie will be a member of each of the Board of Director's standing committees: the Audit Committee, the Compensation Committee and the Nominating/Governance Committee. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(c). Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of Astronics Corporation dated January 20, 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ASTRONICS CORPORATION

Date: January 20, 2005

By: /S/ DAVID C. BURNEY
David C. Burney
Vice President Finance, Chief
Financial Officer

EXHIBIT INDEX

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NEWS

RELEASE

Astronics Corporation • 130 Commerce Way • East Aurora, NY • 14052-2191

For more information contact:

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Email: dburney@astronics.com

FOR IMMEDIATE RELEASE

Astronics Expands Board of Directors with New Appointment

Addition meets NASDAQ Requirements for Continued Listing

EAST AURORA, NY, January 20, 2005, Astronics Corporation (NASDAQ: ATRO) today announced the appointment of Raymond W. Boushie to the Company's Board of Directors. The appointment brings the total number of directors to six of which four are independent for purposes of serving on the board. Three members, including Mr. Boushie, meet the additional independence requirements for serving on the Audit Committee, satisfying recent concerns expressed by NASDAQ.

Ray Boushie, 64, brings almost 40 years experience in the aerospace industry to the board. He is transitioning to retirement from his position as President & CEO of Crane Aerospace & Electronics, a business segment of Crane Co. (NYSE: CR) with revenue approaching \$500 million. He has been with Crane for ten years and will retire at the end of March 2005. Prior to his tenure with Crane, Mr. Boushie held various management positions with both Vickers-Sterer and Arkwin Industries. He serves on the boards of Moog, Inc.

(NYSE: MOG.A), the General Aviation Manufacturers Association and the Aerospace Industries Association.

Peter Gundermann, President and CEO of Astronics said, "Ray has a tremendous amount of aerospace industry experience, and we are very pleased to have him join our Board of Directors. His involvement will be very helpful as we continue to expand our business into new product areas and onto new aircraft platforms."

In October 2004, Astronics realized that it was out of compliance with NASDAQ's requirements for independence of its Audit Committee. After notifying NASDAQ of this non-compliance, the company developed a plan to remedy the situation by adding a new member to the Board who would fully meet NASDAQ's independence requirements and could serve on the Audit Committee. This plan culminated in Mr. Boushie's appointment, which fully satisfies NASDAQ requirements and resolves the potential delisting of the company's stock discussed in a press release dated November 5, 2004.

Mr. Gundermann commented, "Our listing on NASDAQ is very important to our shareholders to provide for a liquid market for our stock. We also recognize the importance of adding a fully qualified Director who meets the independence requirements and brings valuable experience and knowledge to the Board. Mr. Boushie's acceptance of the appointment to our board fittingly addresses our needs."

ABOUT ASTRONICS CORPORATION

Astronics Corporation is a manufacturer of specialized lighting and electronics for the cockpit, cabin and exteriors of military, commercial transport and private business jet aircraft. Its strategy is to expand from a components and subsystems supplier to an aircraft lighting systems integrator, increasing the value and content it provides to various aircraft platforms. Luminescent Systems Inc. is Astronics' primary operating subsidiary which produces its aerospace and defense products.

For more information on Astronics and its products, visit its website at www.Astronics.com.

Safe Harbor Statement

This press release contains forward-looking statements as defined by the Securities Exchange Act of 1934. One can identify these forward-looking statements by the use of the words "expect," "anticipate," "plan," "may," "will," "estimate" or other similar expression. Because such statements apply to future events, they are subject to risks and uncertainties that could cause the actual results to differ materially from those contemplated by the statements. Important factors that could cause actual results to differ materially include the likelihood that the NASDAQ will accept the cure for continued listing and that the Company will remain listed on NASDAQ and other factors which are described in filings by Astronics with the Securities and Exchange Commission. The Company assumes no obligation to update forward-looking information in this press release whether to reflect

changed assumptions, the occurrence of unanticipated events or changes in future operating results, financial conditions or prospects, or otherwise.

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