

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 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			2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)																																									
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2005			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person																																									
ONE M&T PLAZA, SUITE 2000			4. If Amendment, Date Original Filed (Month/Day/Year)																																												
(Street) BUFFALO, NY 14203						<table border="1"> <tr> <th colspan="7">Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</th> </tr> <tr> <th rowspan="2">1. Title of Security (Instr. 3)</th> <th rowspan="2">2. Transaction Date (Month/Day/Year)</th> <th rowspan="2">2A. Deemed Execution Date, if any (Month/Day/Year)</th> <th colspan="2">3. Transaction Code (Instr. 8)</th> <th colspan="2">4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th> <th rowspan="2">5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th> <th rowspan="2">6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th> <th rowspan="2">7. Nature of Indirect Beneficial Ownership (Instr. 4)</th> </tr> <tr> <th>Code</th> <th>V</th> <th>Amount</th> <th>(A) or (D)</th> <th>Price</th> </tr> <tr> <td>\$.01 Par Value Common Stock</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>71,585</td> <td>D</td> <td></td> </tr> <tr> <td>\$.01 Par Value Class B Stock</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>62,997</td> <td>D</td> <td></td> </tr> </table>			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							71,585	D		\$.01 Par Value Class B Stock						
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 (1)	\$ 6.54	02/28/2005		M		4,000		08/28/2005	02/25/2015	\$.01 PV Com Stk 4,000	\$ 0	4,000	D	
Option (1)	\$ 2.181							02/28/1997	02/08/2006	\$.01 PV Com Stk 6,834		6,834	D	
Option (1)	\$ 2.181							02/08/1997	02/08/2006	\$.01 PV CL B Stk 2,562		2,562	D	
Option (1)	\$ 3.392							02/13/1998	02/13/2007	\$.01 PV Com Stk 6,834		6,834	D	
Option (1)	\$ 3.392							02/13/1998	02/13/2007	\$.01 PV CL B Stk 2,562		2,562	D	
Option (1)	\$ 4.589							02/06/1999	02/06/2008	\$.01 PV Com Stk 6,834		6,834	D	
Option										\$.01 PV				

(1)	\$ 4.589						02/06/1999	02/06/2008	CL B Stk	2,562		2,562	D	
Option (1)	\$ 5.999						02/05/2000	02/05/2009	\$.01 PV Com Stk	4,970		4,970	D	
Option (1)	\$ 5.999						02/05/2000	02/05/2009	\$.01 PV CL B Stk	1,864		1,864	D	
Option (1)	\$ 5.341						02/15/2001	02/15/2010	\$.01 PV Com Stk	4,970		4,970	D	
Option (1)	\$ 5.341						02/15/2001	02/15/2010	\$.01 PV CL B Stk	1,864		1,864	D	
Option (1)	\$ 10.102						02/15/2002	02/15/2011	\$.01 PV Com Stk	4,970		4,970	D	
Option (1)	\$ 10.102						02/15/2002	02/15/2011	\$.01 PV CL B Stk	1,242		1,242	D	
Option (1)	\$ 7.461						08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970		4,970	D	
Option (1)	\$ 5.183						08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970		4,970	D	
Option (1)	\$ 5.49						02/19/2005	02/19/2014	\$.01 PV Com Stk	4,000		4,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENNING JOHN B ONE M&T PLAZA, SUITE 2000 BUFFALO, NY 14203	X			

Signatures

/s/David C. Burney, as Power of Attorney for John B. Drenning		03/02/2005
<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).

(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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