

# 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) THE GUARANTY BUILDING, 140 PEARL ST., SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 02/28/2012					
(Street) BUFFALO, NY 14202-4040			4. If Amendment, Date Original Filed (Month/Day/Year)			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		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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 PV Com Stk								81,495	D	
\$.01 PV Cl B Stk								142,888	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	\$ 3.77							08/11/2003	02/11/2013	\$.01 PV Com Stk 4,970		4,970	D	
Option	\$ 3.77							08/11/2003	02/11/2013	\$.01 PV Cl B Stk 1,864		1,864	D	
Option	\$ 3.99							08/19/2004	02/19/2014	\$.01 PV Com Stk 4,000		4,000	D	
Option	\$ 3.99							08/19/2004	02/19/2014	\$.01 PV Cl B Stk 1,500		1,500	D	
Option	\$ 4.76							08/28/2005	02/28/2015	\$.01 PV Com Stk 4,000		4,000	D	
Option	\$ 4.76							08/28/2005	02/28/2015	\$.01 PV Cl B Stk 1,500		1,500	D	
Option	\$ 9.75							09/06/2006	03/06/2016	\$.01 PV Com 5,000		5,000	D	

Option	\$ 9.75						09/06/2006	03/06/2016	Stk \$.01 PV Cl B Stk	1,875		1,875	D	
Option	\$ 12.8						09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000		5,000	D	
Option	\$ 12.8						09/20/2007	03/20/2017	\$.01 PV Cl B Stk	1,875		1,875	D	
Option	\$ 13.9						09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500		2,500	D	
Option	\$ 13.9						09/20/2008	03/20/2018	\$.01 PV Cl B Stk	937		937	D	
Option	\$ 6.73						09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000		4,000	D	
Option	\$ 6.73						09/05/2009	03/05/2019	\$.01 PV Cl B Stk	400		400	D	
Option	\$ 8.03						09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000		5,000	D	
Option	\$ 8.03						09/02/2010	03/02/2020	\$.01 PV Cl B Stk	500		500	D	
Option	\$ 19.6						08/28/2011	02/28/2021	\$.01 PV Com Stk	2,500		2,500	D	
Option	\$ 19.6						08/28/2011	02/28/2021	\$.01 PV Cl B Stk	250		250	D	
Option <a href="#">(1)</a>	\$ 34.49	02/28/2012			A	3,000	08/28/2012	02/28/2022	\$.01 PV Com Stk	3,000	\$ 34.49	3,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENNING JOHN B THE GUARANTY BUILDING 140 PEARL ST., SUITE 100 BUFFALO, NY 14202-4040	X			

## Signatures

/s/David C. Burney as Power of Attorney for John B. Drenning	02/29/2012
<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 2005 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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