FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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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)

2. Issuer Name	and Ticker or	Trading	Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)										
AST	PONIC	s co	DDOD A	TION (ATDO	n	X	Director		10% Owner						
							Officer (give title below)		Other (specify below)						
								Secretary							
Number of F	eporting		4. Statement for Month/Day/Year February 13, 2003				7. Individual or Joint/Group Filing (Check Applicable Line)								
			5. If Amendment,				Form filed by C	Form filed by One Reporting Person							
			(Month/Day/Year)				Form filed by N	by More than One Reporting Person							
Table I ¼ Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
action Deemed act Date Execution Co			on le					5. Amount of Securities Beneficially Owned Following	6. Owner-ship Form: Direct (D) or	7. Nature of Indirect Beneficial Owner- ship					
(Month/ Day/ Year)	(Month/ Day/ Year)	Cod	e V	Amount	(A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)					
02/12/03		A		10,260	A		\$1.19								
02/12/03		D		2,739	D		\$6.13	61,39	B D						
02/12/03		A		3,847 A		\$1.19		57,87	B D						
	AST 3. I.R.S. Identi Number of R Person, if an (Voluntary) 2. Trans- action Date (Month/ Day/ Year) 02/12/03	ASTRONICS 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 2. Transaction Date Execution Date, if any (Month/ Day/ Year) 02/12/03 02/12/03	ASTRONICS CO. 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 2. Trans- action Date Execution Date, if any (Month/ Day/ Year) Q2/12/03 A 02/12/03 D 3. I.R.S. Identification A Trans- actic actic Coc (Ins) A Cod Cod Cod Date Date Date Date Date Date Date Dat	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) Teb 5. If Amendm Date of Ori (Month/Day 2. Trans- action Date Execution Date, if any (Month/ Day/ Year) Q2/12/03 A 4. Statement f Month/Day Feb 5. If Amendm Date of Ori (Month/Day action Code (Instr.8) Code V	ASTRONICS CORPORATION (ATRO 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) Table 1 ¼ Non-Derivative Sc 2. Trans- action Date Execution Date, if any (Month/ Day/ Year) Q2/12/03 A 10,260 0 2/12/03 D 4. Statement for Month/Day/Year 4. Statement for Month/Day/Year 4. Securities Acquire or Disposed of (D (Instr. 3, 4 and 5) Code V Amount 10,260	ASTRONICS CORPORATION (ATRO) 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) February 13, 2003 5. If Amendment, Date of Original (Month/Day/Year) Table 1½ Non-Derivative Securities Acc (Instr. 8) 4. Statement for Month/Day/Year February 13, 2003 5. If Amendment, Date of Original (Month/Day/Year) 4. Scurities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8) (Month/Day/Year) Code V Amount (D) 02/12/03 A 10,260 A	ASTRONICS CORPORATION (ATRO) X X X	ASTRONICS CORPORATION (ATRO) 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 5. If Amendment, Date of Original (Month/Day/Year) 7. Individual or Joint/Gro February 13, 2003 5. If Amendment, Date of Original (Month/Day/Year) 7. Individual or Joint/Gro Form filed by Month or Diate of Original (Month/Day/Year) 4. Statement for Month/Day/Year 7. Individual or Joint/Gro Form filed by Month/Day/Year Form filed by Month/Original (Month/Day/Year) 4. Securities Acquired, Disposed of, or Better of Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Month/Day/Year) (Month/Day/Year) Code V Amount (A) Or Disposed of (D) (Instr. 3, 4 and 5) Price 02/12/03 A 10,260 A S1.19 02/12/03 D S6.13	ASTRONICS CORPORATION (ATRO) Check all applicable	ASTRONICS CORPORATION (ATRO) Check all applicable					

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.

(Over) SEC 1474 (9-02)

1 of 4

FORM 4 (continued)		Table II ¼ Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
Derivative si Security E (Instr. 3) P	Sion or Sion or Security Exercise Date Exec	action Date Deemed Execution Date, if any Day/	Deemed Execution Date, if	4. Transaction Code (Instr.8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exer- cisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Secur- ity	9. Number of deriv- ative Secur- ities Bene-	10. Owner- ship Form of Deri- vative Security:	11. Nature of Indirect Benefi- cial Owner-
		Day/ Year)	Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	(Instr. 5)	ficially Owned Follow- ing Reported Trans- action(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	ship (Instr. 4)	
Option*	\$1.39							02/14/94	02/14/04	\$.01 PV Com Stk	5,500		5,500	D	
Option*	\$1.39							02/14/94	02/14/04	\$.01 PV Cl B Stk	2,062		2,062	D	
Option*	\$1.39							02/14/95	02/14/05	\$.01 PV Com Stk	5,500		5,500	D	
Option*	\$1.39							02/14/95	02/14/05	\$.01 PV Cl B Stk	2,062		2,062	D	
Option*	\$2.71							02/08/97	02/08/06	\$.01 PV Com Stk	5,500		5,500	D	
Option*	\$2.71							02/08/97	02/08/06	\$.01 PV Cl B Stk	2,062		2,062	D	

Explanation of Responses:

^{*} If the form is filed by more than one reporting person see Instruction 4(b)(v).

^{*}Granted pursuant to Company's Director Stock Option Plan

February 13, 2003

Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Reporting Person

Date

C. Anthony Rider, as Power of Attorney for JOHN B. DRENNING

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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FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

response... ..0.5 (Print or Type Responses) 1. Name and Address of Reporting Person* 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 10% Owner Director DRENNING JOHN B. **ASTRONICS CORPORATION (ATRO)** Officer (give title below) Other (specify Secretary (Middle) (First) 3. I.R.S. Identification 4. Statement for Month/Day/Year Number of Reporting One M&T Plaza, Suite 2000 Person, if an entity 7. Individual or Joint/Group Filing (Check Applicable Line) (Voluntary) **February 13, 2003** 5. If Amendment, Form filed by One Reporting Person Date of Original (Month/Day/Year) Form filed by More than One Reporting Person Buffalo, NY 14203 Table I ¾ Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (City) (State) (Zip) 1. Title of Security 2. Trans-3. Trans-4. Securities Acquired (A) 5. Amount of 6. Owner-7. Nature of or Disposed of (D) (Instr. 3, 4 and 5) Indirect Beneficial action Code Date Beneficially Execution Form: Date, if (Instr.8) Owned Direct Owner-(D) or Indirect Reported (Month (Month (A) Transaction(s) (I) Day/ Year) Day/ Year) or (D) (Instr. 3 and 4) (Instr. 4) Code Amount Price (Instr. 4)

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

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(Over) SEC 1474 (9-02)

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FORM 4 (continued)		Table II ¼ 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. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and 7. Ti				8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of deriv- ative Secur- ities Bene- ficially Owned Follow- ing	10. Owner-ship Form of Deri-vative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Owner- ship (Instr. 4)	
				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares		Reported Trans- action(s) (Instr. 4)	(Instr. 4)		

^{*} If the form is filed by more than one reporting personsee Instruction 4(b)(v).

Option*	\$4.21				02/13/98	02/13/07	\$.01 PV Com Stk	5,500	5,500	D	
Option*	\$4.21				02/13/98	02/13/07	\$.01 PV Cl B Stk	2,062	2,062	D	
Option*	\$5.70				02/06/99	02/06/08	\$.01 PV Com Stk	5,500	5,500	D	
Option*	\$5.70				02/06/99	02/06/08	\$.01 PV Cl B Stk	2,062	2,062	D	
Option*	\$7.45				02/05/00	02/05/09	\$.01 PV Com Stk	4,000	4,000	D	
Option*	\$7.45				02/05/00	02/05/09	\$.01 PV Cl B Stk	1,500	1,500	D	
Option*	\$6.64				02/15/01	02/15/10	\$.01 PV Com Stk	4,000	4,000	D	
Option*	\$6.64				02/15/01	02/15/10	\$.01 PV Cl B Stk	1,500	1,500	D	
Option*	\$12.55				02/15/02	02/15/11	\$.01 PV Com Stk	4,000	4,000	D	
Option*	\$12.55				02/15/02	02/15/11	\$.01 PV Cl B Stk	1,000	1,000	D	
Option*	\$9.27				08/14/02	02/14/12	\$.01 PV Com Stk	4,000	4,000	D	
Option*	\$6.44	2/11/03	A	4,000	08/11/03	02/11/13	\$.01 PV Com Stk	4,000	4,000	D	

Explanation of Responses:

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/s/ C. Anthony Rider, as Power of Attorney for JOHN B. DRENNING

**Signature of Reporting Person

C. Anthony Rider, as Power of Attorney for JOHN B. DRENNING

February 13, 2003

Date

^{*}Granted pursuant to Company's Director Stock Option Plan