

# 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 * 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 _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ VP-Finance, Treasurer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2004					
111 PINWOOD DRIVE			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		
(Street)								
WEST SENECA, NY 14224								
(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.

**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	\$ 4.794							11/04/1999	11/04/2008	\$.01 PV Com Stk	2,019	2,019	D	
Option	\$ 4.794							11/04/1999	11/04/2008	\$.01 PV Cl B Stk	757	757	D	
Option	\$ 4.761							01/18/2000	01/18/2009	\$.01 PV Com Stk	2,019	2,019	D	
Option	\$ 4.761							01/18/2000	01/18/2009	\$.01 PV Cl B Stk	757	757	D	
Option	\$ 5.672							01/18/2001	01/18/2010	\$.01 PV Com Stk	1,346	1,346	D	
Option	\$ 5.672							01/18/2001	01/18/2010	\$.01 PV Cl B Stk	505	505	D	
Option	\$ 7.056							01/19/2002	01/19/2011	\$.01 PV Com Stk	1,346	1,346	D	

Option	\$ 7.056						01/19/2002	01/19/2011	\$.01 PV Cl B Stk	337		337	D	
Option	\$ 9.433						01/25/2003	01/25/2012	\$.01 PV Com Stk	1,346		1,346	D	
Option	\$ 4.917						01/24/2004	01/24/2013	\$.01 PV Com Stk	4,039		4,039	D	
Option	\$ 5.49	02/19/2004		A		9,400	02/19/2005	02/19/2014	\$.01 PV Com Stk	9,400	\$ 5.49	9,400	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 111 PINWOOD DRIVE WEST SENECA, NY 14224			VP-Finance, Treasurer	

## Signatures

/s/ John B. Drenning, as Power of Attorney for David C. Burney		02/20/2004
<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).

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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