

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 * BURNLEY 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) 09/30/2006					
130 COMMERCE WAY								
(Street)			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		
EAST AURORA, NY 14052								
(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 PV Common Stock	09/30/2006		A		1,875 (1)	A	\$ 8.16	9,437	D	
\$.01 PV Class B Stock								743	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	\$ 5.194							11/04/1999	11/04/2008	\$.01 PV Com Stk	1,863	1,863	D	
Option	\$ 5.194							11/04/1999	11/04/2008	\$.01 PV Cl B Stk	699	699	D	
Option	\$ 5.159							01/18/2000	01/18/2009	\$.01 PV Com Stk	1,863	1,863	D	
Option	\$ 5.159							01/18/2000	01/18/2009	\$.01 PV Cl B Stk	699	699	D	
Option	\$ 6.146							01/18/2001	01/18/2010	\$.01 PV Com Stk	1,243	1,243	D	
Option	\$ 6.146							01/18/2001	01/18/2010	\$.01 PV Cl B Stk	465	465	D	
Option	\$ 7.646							01/19/2002	01/19/2011	\$.01 PV Com Stk	1,242	1,242	D	

									Stk					
Option	\$ 7.646							01/19/2002	01/19/2011	\$.01 PV Cl B Stk	311		311	D
Option	\$ 10.221							01/25/2003	01/25/2012	\$.01 PV Com Stk	1,242		1,242	D
Option	\$ 5.328							01/24/2004	01/24/2013	\$.01 PV Com Stk	3,727		3,727	D
Option	\$ 5.49							02/19/2005	02/19/2014	\$.01 PV Com Stk	9,400		9,400	D
Option	\$ 5.09							12/14/2005	12/14/2014	\$.01 PV Com Stk	10,100		10,100	D
Option	\$ 6.50							02/18/2006	02/18/2015	\$.01 PV Com Stk	8,750		8,750	D
Option	\$ 9.83							12/13/2006	12/13/2016	\$.01 PV Com Stk	6,900		6,900	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 130 COMMERCE WAY EAST AURORA, NY 14052			VP-Finance, Treasurer	

Signatures

/s/ David C. Burney	10/02/2006
--Signature of Reporting Person	Date

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) Acquired shares via exercise of subscription agreement under Employee Stock Purchase 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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