

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 [nasd]			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) 02/12/2004			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			(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 Par Value Common Stock	02/12/2004		A		6,834	A	\$ 1.117	6,834	D	
\$.01 Par Value Common Stock	02/12/2004		D		1,891	D	\$ 5.55	66,341	D	
\$.01 Par Value Class B Stock	02/12/2004		A		2,562	A	\$ 1.117	60,435	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)					
Option*	\$ 1.117						02/14/1995	02/14/2005	\$.01 PV Com Stk	6,834	6,834	D	
Option*	\$ 1.117						02/14/1995	02/14/2005	\$.01 PV CL B Stk	2,562	2,562	D	
Option*	\$ 2.181						02/08/1997	02/08/2006	\$.01 PV Com Stk	6,834	6,834	D	
Option*	\$ 2.181						02/08/1997	02/08/2006	\$.01 PV CL B Stk	2,562	2,562	D	
Option*	\$ 3.392						02/13/1998	02/13/2007	\$.01 PV Com Stk	6,834	6,834	D	
									\$.01 PV				

Option*	\$ 3.392							02/13/1998	02/13/2007	CL B Stk	2,562		2,562	D	
Option*	\$ 4.589							02/06/1999	02/06/2008	\$.01 PV Com Stk	6,834		6,834	D	
Option*	\$ 4.589							02/06/1999	02/06/2008	\$.01 PV CL B Stk	2,562		2,562	D	
Option*	\$ 5.999							02/05/2000	02/05/2009	\$.01 PV Com Stk	4,970		4,970	D	
Option*	\$ 5.999							02/05/2000	02/05/2009	\$.01 PV CL B Stk	1,864		1,864	D	
Option*	\$ 5.341							02/15/2001	02/15/2010	\$.01 PV Com Stk	4,970		4,970	D	
Option*	\$ 5.341							02/15/2001	02/15/2010	\$.01 PV CL B Stk	1,864		1,864	D	
Option*	\$ 10.102							02/15/2002	02/15/2011	\$.01 PV Com Stk	4,970		4,970	D	
Option*	\$ 10.102							02/15/2002	02/15/2011	\$.01 PV CL B Stk	1,242		1,242	D	
Option*	\$ 7.461							08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970		4,970	D	
Option*	\$ 5.183							08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970		4,970	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	02/17/2004
<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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.