

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
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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 *<br>DRENNING JOHN B |         |          | 2. Issuer Name and Ticker or Trading Symbol<br>ASTRONICS CORP [ATRO] |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other (specify below) |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/28/2007       |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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)<br>BUFFALO, NY 14203                                |         |          | (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 Com Stk                | 12/28/2007                           |  | G                              |   | 1,000   | D          | \$ 0  | 82,416  | D  |   |
| \$.01 PV Cl B Stk               |                                      |  |                                |   |   |            |       | 68,121  | 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 (1)                                 | \$ 17.6  |                                      |  |                                |   |   |     | 09/20/2007   | 03/20/2017      | \$.01 PV Com Stk  | 5,000                                      | 5,000  | D  |  |
| Option (2)                                 | \$ 4.589   |                                      |  |                                |   |   |     | 02/06/1999   | 02/06/2008      | \$.01 PV Com Stk  | 6,834                                      | 6,834  | D  |  |
| Option (2)                                 | \$ 4.589   |                                      |  |                                |   |   |     | 02/06/1999   | 02/06/2008      | \$.01 PV Cl B Stk   | 2,562                                      | 2,562  | D  |  |
| Option (2)                                 | \$ 5.999   |                                      |  |                                |   |   |     | 02/05/2000   | 02/05/2009      | \$.01 PV Com Stk  | 4,970                                      | 4,970  | D  |  |
| Option (2)                                 | \$ 5.999   |                                      |  |                                |   |   |     | 02/05/2000   | 02/05/2009      | \$.01 PV Cl B Stk   | 1,864                                      | 1,864  | D  |  |
| Option (2)                                 | \$ 5.341   |                                      |  |                                |   |   |     | 02/15/2001   | 02/15/2010      | \$.01 PV Com Stk  | 4,970                                      | 4,970  | D  |  |
| Option (2)                                 | \$ 5.341   |                                      |  |                                |   |   |     | 02/15/2001   | 02/15/2010      | \$.01 PV Cl B Stk   | 1,864                                      | 1,864  | D  |  |

|               |           |  |  |  |  |  |  |            |            |                            |       |  |       |   |
|---------------|-----------|--|--|--|--|--|--|------------|------------|----------------------------|-------|--|-------|---|
| Option<br>(2) | \$ 10.102 |  |  |  |  |  |  | 02/15/2002 | 02/15/2011 | \$.01<br>PV<br>Com<br>Stk  | 4,970 |  | 4,970 | D |
| Option<br>(2) | \$ 10.102 |  |  |  |  |  |  | 02/15/2002 | 02/15/2011 | \$.01<br>PV<br>Cl B<br>Stk | 1,242 |  | 1,242 | D |
| Option<br>(2) | \$ 7.461  |  |  |  |  |  |  | 08/14/2002 | 08/14/2012 | \$.01<br>PV<br>Com<br>Stk  | 4,970 |  | 4,970 | D |
| Option<br>(2) | \$ 5.183  |  |  |  |  |  |  | 08/11/2003 | 02/11/2013 | \$.01<br>PV<br>Com<br>Stk  | 4,970 |  | 4,970 | D |
| Option<br>(2) | \$ 5.49   |  |  |  |  |  |  | 02/15/2005 | 02/15/2014 | \$.01<br>PV<br>Com<br>Stk  | 4,000 |  | 4,000 | D |
| Option<br>(2) | \$ 6.54   |  |  |  |  |  |  | 08/28/2005 | 02/25/2015 | \$.01<br>PV<br>Com<br>Stk  | 4,000 |  | 4,000 | D |
| Option<br>(1) | \$ 13.41  |  |  |  |  |  |  | 09/06/2006 | 03/06/2016 | \$.01<br>PV<br>Com<br>Stk  | 5,000 |  | 5,000 | D |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DRENNING JOHN B<br>ONE M&T PLAZA, SUITE 2000<br>BUFFALO, NY 14203 | X             |           |         |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/David C. Burney as Power of Attorney for John B. Drenning |  | 12/31/2007          |
| <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.

(2) Granted pursuant to the Company's 1997 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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