

# 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 * MCKENNA ROBERT J			2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO]			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) 08/11/2008			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		
38 QUARTERMASTER DRIVE			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street)						SALEM, SC 29676		
(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	08/11/2008		M		4,970	A	\$ 5.999	10,371	D	
\$.01 PV Com Stk	08/11/2008		M		4,970	A	\$ 5.341	15,341	D	
\$.01 PV Com Stk	08/11/2008		M		4,970	A	\$ 5.183	20,311	D	
\$.01 PV Com Stk	08/11/2008		M		4,000	A	\$ 5.49	24,311	D	
\$.01 PV Cl B Stk	08/11/2008		M		1,864	A	\$ 5.999	6,888	D	
\$.01 PV Cl B Stk	08/11/2008		M		1,864	A	\$ 5.341	8,752	D	

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

SEC 1474 (9-02)  
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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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (I)	\$ 5.999	08/11/2008		M		4,970	08/05/1999	02/05/2009	\$.01 PV Com Stk	4,970	\$ 5.999	0	D	
Option (I)	\$ 5.999	08/11/2008		M		1,864	08/05/1999	02/05/2009	\$.01 PV Cl B Stk	1,864	\$ 5.999	0	D	
Option (I)	\$ 5.341	08/11/2008		M		4,970	08/15/2000	02/15/2010	\$.01 PV Com Stk	4,970	\$ 5.341	0	D	
Option (I)	\$ 5.341	08/11/2008		M		1,864	08/15/2000	02/15/2010	\$.01 PV Cl B Stk	1,864	\$ 5.341	0	D	
									\$.01					

Option <a href="#">(1)</a>	\$ 10.102						08/15/2001	02/15/2011	PV Com Stk	4,970		4,970	D	
Option <a href="#">(1)</a>	\$ 10.102						08/15/2001	02/15/2011	\$.01 PV Cl B Stk	1,242		1,242	D	
Option <a href="#">(1)</a>	\$ 7.461						08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970		4,970	D	
Option <a href="#">(1)</a>	\$ 5.183	08/11/2008			M	4,970	08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970	\$ 5.183	0	D	
Option <a href="#">(1)</a>	\$ 5.49	08/11/2008			M	4,000	08/19/2004	02/19/2014	\$.01 PV Com Stk	4,000	\$ 5.49	0	D	
Option <a href="#">(1)</a>	\$ 6.54						08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000		4,000	D	
Option <a href="#">(2)</a>	\$ 13.41						09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000		5,000	D	
Option <a href="#">(2)</a>	\$ 17.6						09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000		5,000	D	
Option <a href="#">(2)</a>	\$ 19.11						09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500		2,500	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNA ROBERT J 38 QUARTERMASTER DRIVE SALEM, SC 29676	X			

## Signatures

/s/David C. Burney as Power of Attorney for Robert J. McKenna	08/12/2008
<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 Company's 1997 Directors Stock Optino Plan.

(2) Granted pursuant to Company's 2005 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.

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.