

# 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) 10/17/2008			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		
130 COMMERCE WAY			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street)			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								10,959	D	
\$.01 PV CLASS B STOCK	10/17/2008		J		2,925	(1)	A	\$ 0	3,668	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	Title	Amount or Number of Shares				
OPTION (2)	\$ 4.155	10/17/2008		J		0		11/04/1999	11/04/2008	\$.01 PV COM STK	1,863	\$ 4.155	1,863	D	
OPTION (2)	\$ 4.155	10/17/2008		J		641		11/04/1999	11/04/2008	\$.01 PV CL B STK	1,340	\$ 4.155	1,340	D	
OPTION (2)	\$ 4.127	10/17/2008		J		0		01/18/2000	01/18/2009	\$.01 PV COM STK	1,863	\$ 4.127	1,863	D	
OPTION (2)	\$ 4.127	10/17/2008		J		641		01/18/2000	01/18/2009	\$.01 PV CL B STK	1,340	\$ 4.127	1,340	D	
OPTION (2)	\$ 4.917	10/17/2008		J		0		01/18/2001	01/18/2010	\$.01 PV COM STK	1,243	\$ 4.917	1,243	D	
OPTION (2)	\$ 4.917	10/17/2008		J		427		01/18/2001	01/18/2010	\$.01 PV CL B STK	892	\$ 4.917	892	D	
OPTION (2)	\$ 6.117	10/17/2008		J		0		01/19/2002	01/19/2011	\$.01 PV COM STK	1,242	\$ 6.117	1,242	D	

OPTION <a href="#">(2)</a>	\$ 6.117	10/17/2008		J	388	01/19/2002	01/19/2011	\$.01 PV CL B STK	699	\$ 6.117	699	D	
OPTION <a href="#">(2)</a>	\$ 8.177	10/17/2008		J	0	01/25/2003	01/25/2012	\$.01 PV COM STK	1,242	\$ 8.177	1,242	D	
OPTION <a href="#">(2)</a>	\$ 8.177	10/17/2008		J	311	01/25/2003	01/25/2012	\$.01 PV CL B Stk	311	\$ 8.177	311	D	
OPTION <a href="#">(2)</a>	\$ 4.262	10/17/2008		J	0	01/24/2004	01/24/2013	\$.01 PV COM STK	3,727	\$ 4.262	3,727	D	
OPTION <a href="#">(2)</a>	\$ 4.262	10/17/2008		J	932	01/24/2004	01/24/2013	\$.01 PV CL B Stk	932	\$ 4.262	932	D	
OPTION <a href="#">(2)</a>	\$ 4.392	10/17/2008		J	0	02/19/2005	02/19/2014	\$.01 PV COM STK	9,400	\$ 4.392	9,400	D	
OPTION <a href="#">(2)</a>	\$ 4.392	10/17/2008		J	2,350	02/19/2005	02/19/2014	\$.01 PV CL B Stk	2,350	\$ 4.392	2,350	D	
OPTION <a href="#">(2)</a>	\$ 4.072	10/17/2008		J	0	12/14/2005	12/14/2014	\$.01 PV COM STK	10,100	\$ 4.072	10,100	D	
OPTION <a href="#">(2)</a>	\$ 4.072	10/17/2008		J	2,525	12/14/2005	12/14/2014	\$.01 PV CL B Stk	2,525	\$ 4.072	2,525	D	
OPTION <a href="#">(2)</a>	\$ 5.2	10/17/2008		J	0	02/18/2006	02/18/2015	\$.01 PV COM STK	8,750	\$ 5.2	8,750	D	
OPTION <a href="#">(2)</a>	\$ 5.2	10/17/2008		J	2,188	02/18/2006	02/18/2015	\$.01 PV CL B Stk	2,188	\$ 5.2	2,188	D	
OPTION <a href="#">(2)</a>	\$ 7.864	10/17/2008		J	0	12/13/2006	12/13/2015	\$.01 PV COM STK	6,900	\$ 7.864	6,900	D	
OPTION <a href="#">(2)</a>	\$ 7.864	10/17/2008		J	1,725	12/13/2006	12/13/2015	\$.01 PV CL B Stk	1,725	\$ 7.864	1,725	D	
OPTION <a href="#">(2)</a>	\$ 13.888	10/17/2008		J	0	12/12/2007	12/12/2016	\$.01 PV COM STK	4,610	\$ 13.888	4,610	D	
OPTION <a href="#">(2)</a>	\$ 13.888	10/17/2008		J	1,153	12/12/2007	12/12/2016	\$.01 PV CL B Stk	1,153	\$ 13.888	1,153	D	
OPTION <a href="#">(2)</a> <a href="#">(3)</a>	\$ 31.848	10/17/2008		J	0	12/19/2008	12/19/2017	\$.01 PV COM STK	2,210	\$ 31.848	2,210	D	
OPTION <a href="#">(2)</a>	\$ 31.848	10/17/2008		J	553	12/19/2008	12/19/2017	\$.01 PV CL B Stk	553	\$ 31.848	553	D	

## Reporting Owners

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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		10/20/2008
<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) Shares issued pursuant to a one-for-four distribution of Class B Stock to holders of both Common and Class B Stock on the record date of October 6, 2008.

(2) Adjusted pursuant to Class B stock distribution declared by the Board of Directors payable on 10/17/2008 of one share of Class B Stock for every four shares of Common Stock and Class B Stock.

(3) Granted pursuant to the Company's 2001 Key Employee 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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