

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) 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		
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								24,311	D	
\$.01 PV Cl B Stk	10/17/2008		J		8,265 <u>(1)</u>	A	\$ 0	17,017	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
Option (2) (3)	\$ 8.082	10/17/2008		J		0		08/15/2001	02/15/2011	\$.01 PV Com Stk	4,970	\$ 8.082	4,970	D	
Option (2) (3)	\$ 8.082	10/17/2008		J		1,553		08/15/2001	02/15/2011	\$.01 PV Cl B Stk	2,795	\$ 8.082	2,795	D	
Option (2) (3)	\$ 5.969	10/17/2008		J		0		08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970	\$ 5.969	4,970	D	
Option (3)	\$ 5.969	10/17/2008		J		1,243		08/14/2002	02/14/2012	\$.01 PV Cl B Stk	1,243	\$ 5.969	1,243	D	
Option (2) (3)	\$ 5.232	10/17/2008		J		0		08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000	\$ 5.232	4,000	D	
Option (3)	\$ 5.232	10/17/2008		J		1,000		08/28/2008	02/28/2015	\$.01 PV Cl B Stk	1,000	\$ 5.232	1,000	D	
Option (3) (4)	\$ 10.728	10/17/2008		J		0		09/06/2006	03/06/2016	\$.01 PV Com	5,000	\$ 10.728	5,000	D	

Option (3)	\$ 10.728	10/17/2008		J	1,250	09/06/2006	03/06/2016	Stk \$.01 PV Cl B Stk	1,250	\$ 10.728	1,250	D	
Option (3) (4)	\$ 14.08	10/17/2008		J	0	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000	\$ 14.08	5,000	D	
Option (3)	\$ 14.08	10/17/2008		J	1,250	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	1,250	\$ 14.08	1,250	D	
Option (3) (4)	\$ 15.288	10/17/2008		J	0	09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500	\$ 15.288	2,500	D	
Option (3)	\$ 15.288	10/17/2008		J	625	09/20/2008	03/20/2018	\$.01 PV Cl B Stk	625	\$ 15.288	625	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	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 were issued pursuant to a one-for-four distribution of Class B Stock to holder of both Common and Class B Stock on the record date of October 6, 2008.

(2) Granted pursuant to Company's 1997 Directors Stock Option Plan.

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

(4) 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.

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