

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 * DRENNING JOHN B			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		
ONE M&T PLAZA, SUITE 2000			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) 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								89,250	D	
\$.01 PV Cl B Stk	10/17/2008		J		39,983	A	\$ 0	110,666	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)	\$ 4.799	10/17/2008		J		0		08/05/1999	02/05/2009	\$.01 PV Com Stk	4,970	\$ 4.799	4,970	D	
Option (2) (3)	\$ 4.799	10/17/2008		J		1,709		08/05/1999	02/05/2009	\$.01 PV Cl B Stk	3,573	\$ 4.799	3,573	D	
Option (2) (3)	\$ 4.273	10/17/2008		J		0		08/15/2000	02/15/2010	\$.01 PV Com Stk	4,970	\$ 4.273	4,970	D	
Option (2) (3)	\$ 4.273	10/17/2008		J		1,709		08/15/2000	02/15/2010	\$.01 PV Cl B Stk	3,573	\$ 4.273	3,573	D	
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	4,970	\$ 5.969	4,970	D	

Option (3)	\$ 5.969	10/17/2008		J	1,243	08/14/2002	02/14/2012	Stk \$.01 PV Cl B Stk	1,243	\$ 5.969	1,243	D	
Option (2) (3)	\$ 4.146	10/17/2008		J	0	08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970	\$ 4.146	4,970	D	
Option (3)	\$ 4.146	10/17/2008		J	1,243	08/11/2003	02/11/2013	\$.01 PV Cl B Stk	1,243	\$ 4.146	1,243	D	
Option (2) (3)	\$ 4.392	10/17/2008		J	0	08/19/2004	02/19/2014	\$.01 PV Com Stk	4,000	\$ 4.392	4,000	D	
Option (3)	\$ 4.392	10/17/2008		J	1,000	08/19/2004	02/19/2014	\$.01 PV Cl B Stk	1,000	\$ 4.392	1,000	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	08/28/2005	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 Stk	5,000	\$ 10.728	5,000	D	
Option (3)	\$ 10.728	10/17/2008		J	1,250	09/06/2006	03/06/2016	\$.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
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	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) Granted pursuant to the 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 of Class B stock for every four shares of Common Stock and Class B Stock.
- (4) Granted pursuant to the 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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