

# 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) 130 COMMERCE WAY			3. Date of Earliest Transaction (Month/Day/Year) 12/09/2008					
(Street) EAST AURORA, NY 14052			4. If Amendment, Date Original Filed (Month/Day/Year)			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		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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								12,822	D	
\$.01 PV CLASS B STOCK								5,008	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
OPTION	\$ 4.127						01/18/2000	01/18/2009	\$.01 PV COM STK	1,863		1,863	D	
OPTION	\$ 4.127						01/18/2000	01/18/2009	\$.01 PV CL B STK	1,340		1,340	D	
OPTION	\$ 4.917						01/18/2001	01/18/2010	\$.01 PV COM STK	1,243		1,243	D	
OPTION	\$ 4.917						01/18/2001	01/18/2010	\$.01 PV CL B STK	892		892	D	
OPTION	\$ 6.117						01/19/2002	01/19/2011	\$.01 PV COM STK	1,242		1,242	D	
OPTION	\$ 6.117						01/19/2002	01/19/2011	\$.01 PV CL B STK	699		699	D	
OPTION	\$ 8.177						01/25/2003	01/25/2012	\$.01 PV COM STK	1,242		1,242	D	
									\$.01					

OPTION	\$ 8.177						01/25/2003	01/25/2012	PV Cl B Stk	311		311	D	
OPTION	\$ 4.262						01/24/2004	01/24/2013	\$.01 PV COM STK	3,727		3,727	D	
OPTION	\$ 4.262						01/24/2004	01/24/2013	\$.01 PV Cl B Stk	932		932	D	
OPTION	\$ 4.392						02/19/2005	02/19/2014	\$.01 PV COM STK	9,400		9,400	D	
OPTION	\$ 4.392						02/19/2005	02/19/2014	\$.01 PV Cl B Stk	2,350		2,350	D	
OPTION	\$ 4.072						12/14/2005	12/14/2014	\$.01 PV COM STK	10,100		10,100	D	
OPTION	\$ 4.072						12/14/2005	12/14/2014	\$.01 PV Cl B Stk	2,525		2,525	D	
OPTION	\$ 5.2						02/18/2006	02/18/2015	\$.01 PV COM STK	8,750		8,750	D	
OPTION	\$ 5.2						02/18/2006	02/18/2015	\$.01 PV Cl B Stk	2,188		2,188	D	
OPTION	\$ 7.864						12/13/2006	12/13/2015	\$.01 PV COM STK	6,900		6,900	D	
OPTION	\$ 7.864						12/13/2006	12/13/2015	\$.01 PV Cl B Stk	1,725		1,725	D	
OPTION	\$ 13.888						12/12/2007	12/12/2016	\$.01 PV COM STK	4,610		4,610	D	
OPTION	\$ 13.888						12/12/2007	12/12/2016	\$.01 PV Cl B Stk	1,153		1,153	D	
OPTION	\$ 31.848						12/19/2008	12/19/2017	\$.01 PV COM STK	2,210		2,210	D	
OPTION	\$ 31.848						12/19/2008	12/19/2017	\$.01 PV Cl B Stk	553		553	D	
OPTION <a href="#">(1)</a>	\$ 7.88	12/09/2008		A		12,690	12/09/2009	12/09/2018	\$.01 PV COM STK	12,690	\$ 7.88	12,690	D	

## Reporting Owners

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		12/10/2008
Signature of Reporting Person		Date

## 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 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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