

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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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) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/14/2009			VP-FINANCE, TREASURER		
130 COMMERCE WAY			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		
(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	01/14/2009		M		1,863	A	\$ 4.127	14,685	D	
\$.01 PV CLASS B STOCK	01/14/2009		M		1,340	A	\$ 4.127	6,348	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	\$ 4.127	01/14/2009		M		1,863		01/18/2000	01/18/2009	\$.01 PV COM STK	1,863	\$ 4.127	0	D	
OPTION	\$ 4.127	01/14/2009		M		1,340		01/18/2000	01/18/2009	\$.01 PV CL B STK	1,340	\$ 4.127	0	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	1,242		1,242	D	


									STK					
OPTION	\$ 8.177							01/25/2003	01/25/2012	\$0.01 PV Cl B Stk	311		311	D
OPTION	\$ 4.262							01/24/2004	01/24/2013	\$0.01 PV COM STK	3,727		3,727	D
OPTION	\$ 4.262							01/24/2004	01/24/2013	\$0.01 PV Cl B Stk	932		932	D
OPTION	\$ 4.392							02/19/2005	02/19/2014	\$0.01 PV COM STK	9,400		9,400	D
OPTION	\$ 4.392							02/19/2005	02/19/2014	\$0.01 PV Cl B Stk	2,350		2,350	D
OPTION	\$ 4.072							12/14/2005	12/14/2014	\$0.01 PV COM STK	10,100		10,100	D
OPTION	\$ 4.072							12/14/2005	12/14/2014	\$0.01 PV Cl B Stk	2,525		2,525	D
OPTION	\$ 5.2							02/18/2006	02/18/2015	\$0.01 PV COM STK	8,750		8,750	D
OPTION	\$ 5.2							02/18/2006	02/18/2015	\$0.01 PV Cl B Stk	2,188		2,188	D
OPTION	\$ 7.864							12/13/2006	12/13/2015	\$0.01 PV COM STK	6,900		6,900	D
OPTION	\$ 7.864							12/13/2006	12/13/2015	\$0.01 PV Cl B Stk	1,725		1,725	D
OPTION	\$ 13.888							12/12/2007	12/12/2016	\$0.01 PV COM STK	4,610		4,610	D
OPTION	\$ 13.888							12/12/2007	12/12/2016	\$0.01 PV Cl B Stk	1,153		1,153	D
OPTION	\$ 31.848							12/19/2008	12/19/2017	\$0.01 PV COM STK	2,210		2,210	D
OPTION	\$ 31.848							12/19/2008	12/19/2017	\$0.01 PV Cl B Stk	553		553	D
OPTION <a href="#">(1)</a>	\$ 7.88							12/09/2009	12/09/2018	\$0.01 PV COM STK	12,690		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	
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## Signatures

/S/DAVID C. BURNEY		01/15/2009
 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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