

# 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 * 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) 02/10/2010			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	02/10/2010		M		4,970	A	\$ 4.273	91,760	D	
\$.01 PV Com Stk	02/10/2010		S		4,557	D	\$ 8.01	87,203	D	
\$.01 PV Cl B Stk	02/10/2010		M		3,573	A	\$ 4.273	117,812	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	\$ 4.273	02/10/2010		M		4,970	08/15/2000	02/15/2010	\$.01 PV Com Stk	4,970	\$ 4.273	0	D	
Option	\$ 4.273	02/10/2010		M		3,573	08/15/2000	02/15/2010	\$.01 PV Cl B Stk	3,573	\$ 4.273	0	D	
Option (1)	\$ 8.082						08/15/2001	02/15/2011	\$.01 PV Com Stk	4,970		4,970	D	
Option	\$ 8.082						08/15/2001	02/15/2011	\$.01 PV Cl B Stk	2,795		2,795	D	
Option (1)	\$ 5.969						08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970		4,970	D	
Option	\$ 5.969						08/14/2002	02/14/2012	\$.01 PV Cl B Stk	1,243		1,243	D	

Option <a href="#">(1)</a>	\$ 4.146							08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970		4,970	D
Option	\$ 4.146							08/11/2003	02/11/2013	\$.01 PV Cl B Stk	1,243		1,243	D
Option <a href="#">(1)</a>	\$ 4.392							08/19/2004	02/19/2014	\$.01 PV Com Stk	4,000		4,000	D
Option	\$ 4.392							08/19/2004	02/19/2014	\$.01 PV Cl B Stk	1,000		1,000	D
Option <a href="#">(2)</a>	\$ 5.232							08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000		4,000	D
Option	\$ 5.232							08/28/2005	02/28/2015	\$.01 PV Cl B Stk	1,000		1,000	D
Option <a href="#">(2)</a>	\$ 10.728							09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000		5,000	D
Option	\$ 10.728							09/06/2006	03/06/2016	\$.01 PV Cl B Stk	1,250		1,250	D
Option <a href="#">(2)</a>	\$ 14.08							09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000		5,000	D
Option	\$ 14.08							09/20/2007	03/20/2017	\$.01 PV Cl B Stk	1,250		1,250	D
Option	\$ 15.288							09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500		2,500	D
Option	\$ 15.288							09/20/2008	03/20/2018	\$.01 PV Cl B Stk	625		625	D
Option <a href="#">(2)</a>	\$ 7.4							09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000		4,000	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		02/11/2010
<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) Granted pursuant to the Company's 1997 Directors Stock Option Plan.
- (2) 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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