

DRENNING JOHN B
 Form 4
 February 03, 2006

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, Section 17(a) of the Public Utility Holding Company Act of 1935 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

(Last) (First) (Middle)

ONE M&T PLAZA, SUITE 2000

(Street)

BUFFALO, NY 14203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/02/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| \$.01 Par Value Common Stock | 02/02/2006 | | M | | 6,834 A \$ 2.18 78,419 | D | |
| \$.01 Par Value Class B Stock | 02/02/2006 | | M | | 2,562 A \$ 2.18 65,559 | D | |
| \$.01 Par Value Common Stock | 02/02/2006 | | S | | 1,837 D \$ 11.16 76,582 | D | |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| <u>Option (1)</u> | \$ 3.392 | | | | | 02/13/1998 | 02/13/2007 | \$.01 PV Com Stk | 6,834 |
| <u>Option (1)</u> | \$ 3.392 | | | | | 02/13/1998 | 02/13/2007 | \$.01 PV CL B Stk | 2,562 |
| <u>Option (1)</u> | \$ 4.589 | | | | | 02/06/1999 | 02/06/2008 | \$.01 PV Com Stk | 6,834 |
| <u>Option (1)</u> | \$ 4.589 | | | | | 02/06/1999 | 02/06/2008 | \$.01 PV CL B Stk | 2,562 |
| <u>Option (1)</u> | \$ 5.999 | | | | | 02/05/2000 | 02/05/2009 | \$.01 PV Com Stk | 4,970 |
| <u>Option (1)</u> | \$ 5.999 | | | | | 02/05/2000 | 02/05/2009 | \$.01 PV CL B Stk | 1,864 |
| Option | \$ 5.341 | | | | | 02/15/2001 | 02/15/2010 | \$.01 | 4,970 |

| <u>(1)</u> | | | | | | | | |
|-----------------------|-----------|--|--|------------|------------|--|--|------------------------------|
| | | | | | | | | PV Com Stk |
| | | | | | | | | \$.01 PV CL B Stock |
| <u>Option (1)</u> | \$ 5.341 | | | 02/15/2001 | 02/15/2010 | | | 1,864 |
| | | | | | | | | \$.01 PV Com Stk |
| <u>Option (1)</u> | \$ 10.102 | | | 02/15/2002 | 02/15/2011 | | | 4,970 |
| | | | | | | | | \$.01 Pv Com Stk |
| <u>Option (1)</u> | \$ 7.461 | | | 08/14/2002 | 08/14/2012 | | | 4,970 |
| | | | | | | | | \$.01 PV Com Stk |
| <u>Option (1)</u> | \$ 5.183 | | | 08/11/2003 | 02/11/2013 | | | 4,970 |
| | | | | | | | | \$.01 PV Com Stk |
| <u>Option (1)</u> | \$ 5.49 | | | 02/15/2005 | 02/15/2014 | | | 4,000 |
| | | | | | | | | \$.01 PV CL B Stk |
| <u>Option (1)</u> | \$ 10.102 | | | 02/15/2002 | 02/15/2011 | | | 1,242 |
| | | | | | | | | \$.01 PV Com Stk |
| <u>Option (1)</u> | \$ 6.54 | | | 08/28/2005 | 02/25/2015 | | | 4,000 |

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

02/06/2005

__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 1997 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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