

BRADY ROBERT T

Form 4

February 04, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRADY ROBERT T

(Last) (First) (Middle)

286 GREENWOOD CT

(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2009

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 Indirect Beneficial Ownership (Instr. 4)
\$.01 PV Com Stk	02/04/2009		M	4,970 A	\$ 4,799 57,289	D	
\$.01 PV Com Stk	02/04/2009		S	5,766 D	\$ 7.11 51,523	D	
\$.01 PV Cl B Stk	02/04/2009		M	3,573 A	\$ 4,799 52,314	D	

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

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SEC 1474
(9-02)

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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 Deriva Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 4.799	02/04/2009		M	4,970	08/05/1999	02/05/2009	\$.01 PV Com Stk	4,970 \$ 4.7
Option	\$ 4.799	02/04/2009		M	3,573	08/05/1999	02/05/2009	\$.01 PV Cl B Stk	3,573 \$ 4.7
Option	\$ 4.273					08/15/2000	02/15/2010	\$.01 PV Com Stk	4,970
Option	\$ 4.273					08/15/2000	02/15/2010	\$.01 PV Cl B Stk	3,573
Option	\$ 8.082					08/15/2001	02/15/2011	\$.01 PV Com Stk	4,970
Option	\$ 8.082					08/15/2001	02/15/2011	\$.01 PV Cl B Stk	2,795
Option	\$ 5.969					08/14/2002	02/14/2012	\$.01 PV Com Stk	4,970
Option	\$ 5.969					08/14/2002	02/14/2012	\$.01 PV Cl B Stk	1,243

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Option	\$ 4.146	08/11/2003	02/11/2013	\$.01 PV Com Stk	4,970
Option	\$ 4.146	08/11/2003	02/11/2013	\$.01 PV Cl B Stk	1,243
Option	\$ 4.392	08/19/2004	02/19/2014	\$.01 PV Com Stk	4,000
Option	\$ 4.392	08/19/2004	02/19/2014	\$.01 PV Cl B Stk	1,000
Option	\$ 5.232	08/28/2005	02/28/2015	\$.01 PV Com Stk	4,000
Option	\$ 5.232	08/28/2005	02/28/2015	\$.01 PV Cl B Stk	1,000
Option	\$ 10.728	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000
Option	\$ 10.728	09/06/2006	03/06/2016	\$.01 PV Cl B Stk	1,250
Option	\$ 14.08	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000
Option	\$ 14.08	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	1,250
Option	\$ 15.288	09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500
Option	\$ 15.288	09/20/2008	03/20/2018		625

\$.01
PV
Cl B
Stk

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRADY ROBERT T 286 GREENWOOD CT EAST AURORA, NY 14052	X

Signatures

/s/David C. Burney as Power of Attorney for Robert T.
Brady

02/04/2009

____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).

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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