

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE M&T PLAZA, SUITE 2000
 (Street)

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

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

BUFFALO, NY 14203

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

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

(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 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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(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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