KEANE KEVIN T Form 4

October 11, 2011

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

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * KEANE KEVIN T

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Symbol

(Middle)

ASTRONICS CORP [ATRO]

(Check all applicable)

1801 ELMWOOD AVE

(First)

(Street)

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

10/07/2011

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

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BUFFALO, NY 14207

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities A	cquired, Disposed	of, or Beneficia	lly 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. Securion Acquired Disposed (Instr. 3,	(A) of (D)	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	10/07/2011		G	5,000	D	\$0	158,753	D	
\$.01 PV Cl B Stk							745,520	D	
\$.01 PV Com Stk							58,879	I	By Spouse
\$.01 PV Cl B Stk							56,215	I	By Spouse

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Dr.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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 7.43					01/25/2003	01/25/2012	\$.01 PV Com Stk	4,936
Option	\$ 7.43					01/25/2003	01/25/2012	\$.01 PV Cl B Stk	1,850
Option	\$ 3.87					07/24/2003	01/24/2013	\$.01 PV Com Stk	55,912
Option	\$ 3.87					07/24/2003	01/24/2013	\$.01 PV Cl B Stk	20,967
Option	\$ 3.99					08/19/2004	02/19/2014	\$.01 PV Com Stk	27,300
Option	\$ 3.99					08/19/2004	02/19/2014	\$.01 PV Cl B Stk	10,237
Option	\$ 3.7					06/14/2005	12/14/2014	\$.01 PV Com Stk	29,500

8. Price of Derivative Security (Instr. 5)

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Option	\$ 3.7	06/14/2005	12/14/2014	\$.01 PV Cl B Stk	11,062
Option	\$ 9.75	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000
Option	\$ 9.75	09/06/2006	03/06/2016	\$.01 PV Cl B Stk	1,875
Option	\$ 12.8	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000
Option	\$ 12.8	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	1,875
Option	\$ 13.9	09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500
Option	\$ 13.9	09/20/2008	03/20/2018	\$.01 PV Cl B Stk	937
Option	\$ 6.73	09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000
Option	\$ 6.73	09/05/2009	03/05/2019	\$.01 PV Cl B Stk	400
Option	\$ 8.03	09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000
Option	\$ 8.03	09/02/2010	03/02/2020	\$.01 PV Cl B Stk	500
Option	\$ 19.6	08/28/2011	02/28/2021		2,500

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				\$.01 PV Com Stk	
Option	\$ 19.6	08/28/2011	02/28/2021	\$.01 PV Cl B Stk	250

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
KEANE KEVIN T						
1801 ELMWOOD AVE	X	X				
BUFFALO, NY 14207						

Signatures

/s/David C. Burney, as Power of Attorney for Kevin T.

Keane
10/11/2011

**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) Mr. Keane disclaims any beneficial ownership in shares held by his wife.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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