

KEANE KEVIN T
Form 4
August 26, 2011

FORM 4

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

OMB APPROVAL

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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 *
KEANE KEVIN T

(Last) (First) (Middle)

1801 ELMWOOD AVE

(Street)

BUFFALO, NY 14207

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2011

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)
				(A) or (D) Code V Amount (D) Price			
\$.01 PV Com Stk	08/25/2011		S	3,600 D \$ 27.07	175,153	D	
\$.01 PV Cl B Stk					745,520	D	
\$.01 PV Com Stk					58,879	I	By Spouse (1)
\$.01 PV Cl B Stk					56,215	I	By Spouse (1)

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

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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)	
				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

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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

