

KEANE KEVIN T
Form 4
August 18, 2011

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 *
KEANE KEVIN T

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)
1801 ELMWOOD AVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2011

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

BUFFALO, NY 14207
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV Com Stk					178,753	D	
\$.01 PV Cl B Stk (1)	08/16/2011		J		84,024	A	\$ 0
\$.01 PV Com Stk					58,879	I	By Spouse (2)
\$.01 PV Cl B Stk (1)	08/16/2011		J		10,462	A	\$ 0
					56,215	I	By Spouse (2)

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

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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 (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. 3)	
					V	(A)	(D)	Date Exercisable			Expiration Date
<u>Option (3)</u>	\$ 7.43	08/16/2011		J	0		01/25/2003	01/25/2012	\$.01 PV Com Stk	4,936	\$ 7.
<u>Option (3)</u>	\$ 7.43	08/16/2011		J	616		01/25/2003	01/25/2012	\$.01 PV Cl B Stk	1,850	\$ 7.
<u>Option (3)</u>	\$ 3.87	08/16/2011		J	0		07/24/2003	01/24/2013	\$.01 PV Com Stk	55,912	\$ 3.
<u>Option (3)</u>	\$ 3.87	08/16/2011		J	6,989		07/24/2003	01/24/2013	\$.01 PV Cl B Stk	20,967	\$ 3.
<u>Option (3)</u>	\$ 3.99	08/16/2011		J	0		08/19/2004	02/19/2014	\$.01 PV Com Stk	27,300	\$ 3.
<u>Option (3)</u>	\$ 3.99	08/16/2011		J	3,412		08/19/2004	02/19/2014	\$.01 PV Cl B Stk	10,237	\$ 3.
<u>Option (3)</u>	\$ 3.7	08/16/2011		J	0		06/14/2005	12/14/2014	\$.01 PV Com Stk	29,500	\$ 3.

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<u>Option</u> (3)	\$ 3.7	08/16/2011	J	3,687	06/14/2005	12/14/2014	\$0.01 PV Cl B Stk	11,062	\$ 3
<u>Option</u> (3)	\$ 9.75	08/16/2011	J	0	09/06/2006	03/06/2016	\$0.01 PV Com Stk	5,000	\$ 9.
<u>Option</u> (3)	\$ 9.75	08/16/2011	J	625	09/06/2006	03/06/2016	\$0.01 PV Cl B Stk	1,875	\$ 9.
<u>Option</u> (3)	\$ 12.8	08/16/2011	J	0	09/20/2007	03/20/2017	\$0.01 PV Com Stk	5,000	\$ 12
<u>Option</u> (3)	\$ 12.8	08/16/2011	J	625	09/20/2007	03/20/2017	\$0.01 PV Cl B Stk	1,875	\$ 12
<u>Option</u> (3)	\$ 13.9	08/16/2011	J	0	09/20/2008	03/20/2018	\$0.01 PV Com Stk	2,500	\$ 13
<u>Option</u> (3)	\$ 13.9	08/16/2011	J	312	09/20/2008	03/20/2018	\$0.01 PV Cl B Stk	937	\$ 13
<u>Option</u> (3)	\$ 6.73	08/16/2011	J	0	09/05/2009	03/05/2019	\$0.01 PV Com Stk	4,000	\$ 6.
<u>Option</u> (3)	\$ 6.73	08/16/2011	J	400	09/05/2009	03/05/2019	\$0.01 PV Cl B Stk	400	\$ 6.
<u>Option</u> (3)	\$ 8.03	08/16/2011	J	0	09/02/2010	03/02/2020	\$0.01 PV Com Stk	5,000	\$ 8.
<u>Option</u> (3)	\$ 8.03	08/16/2011	J	500	09/02/2010	03/02/2020	\$0.01 PV Cl B Stk	500	\$ 8.
	\$ 19.6	08/16/2011	J	0	08/28/2011	02/28/2021		2,500	\$ 19

<u>Option</u> (3)										\$.01 PV Com Stk		
<u>Option</u> (3)	\$ 19.6	08/16/2011		J	250	08/28/2011	02/28/2021			\$.01 PV Cl B Stk	250	\$ 19.6

Reporting Owners

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

Signatures

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

08/18/2011

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) Shares issued pursuant to a one-for-ten distribution of Class B Stock to holders of both Common and Class B Stock on the record date of August 16, 2011.
 - (2) Mr. Keane disclaims any beneficial ownership in shares held by his wife.
 - (3) Adjusted pursuant to Class B Stock distribution declared by the Board of Directors payable on 8/16/2011 of one share of Class B Stock for every ten shares of Common Stock and Class B Stock.

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.