

KEANE KEVIN T
Form 4
December 05, 2012

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 *
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)
12/04/2012

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

BUFFALO, NY 14207

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV Com Stk	12/04/2012		S		25,000	D	\$ 20.05
\$.01 PV Cl B Stk							926,395
\$.01 PV Com Stk							58,120
\$.01 PV Cl B Stk							73,365
							By Spouse (1)
							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**

SEC 1474
(9-02)

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. 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)	
Option	\$ 3.22					06/14/2005	12/14/2014	\$.01 PV Com Stk
								29,500
Option	\$ 3.22					06/14/2005	12/14/2014	\$.01 PV Cl B Stk
								17,146
Option	\$ 8.48					09/06/2006	03/06/2016	\$.01 PV Com Stk
								5,000
Option	\$ 8.48					09/06/2006	03/06/2016	\$.01 PV Cl B Stk
								2,906
Option	\$ 11.13					09/20/2007	03/20/2017	\$.01 PV Com Stk
								5,000
Option	\$ 11.13					09/20/2007	03/20/2017	\$.01 PV Cl B Stk
								2,906
Option	\$ 12.09					09/20/2008	03/20/2018	\$.01 PV Com Stk
								2,500

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Option	\$ 12.09	09/20/2008	03/20/2018	\$.01 PV Cl B Stk	1,453
Option	\$ 5.85	09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000
Option	\$ 5.85	09/05/2009	03/05/2019	\$.01 PV Cl B Stk	1,060
Option	\$ 6.98	09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000
Option	\$ 6.98	09/02/2010	03/02/2020	\$.01 PV Cl B Stk	1,325
Option	\$ 17.04	08/28/2011	02/28/2021	\$.01 PV Com Stk	2,500
Option	\$ 17.04	08/28/2011	02/28/2021	\$.01 PV Cl B Stk	663
Option	\$ 29.99	08/28/2012	02/28/2022	\$.01 PV Com Stk	3,000
Option	\$ 29.99	08/28/2012	02/28/2022	\$.01 PV Cl B Stk	450

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

12/05/2012

__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.

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