KEANE KEVIN T Form 4

August 18, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

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if no longer

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KEANE KEVIN T Issuer Symbol ASTRONICS CORP [ATRO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction \_X\_\_ 10% Owner (Month/Day/Year) \_X\_\_ Director \_\_ Other (specify Officer (give title 1801 ELMWOOD AVE 08/16/2011 (Street) 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 BUFFALO, NY 14207 Person

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secui	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)	action(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
\$.01 PV Com Stk			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4) 178,753	D	
\$.01 PV Cl B Stk	08/16/2011		J	84,024	A	\$ 0	745,520	D	
\$.01 PV Com Stk							58,879	I	By Spouse (2)
\$.01 PV Cl B Stk	08/16/2011		J	10,462	A	\$ 0	56,215	I	By Spouse

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

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SEC 1474 (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. Transacti 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. Pric Deriva Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (3)	\$ 7.43	08/16/2011		J	0	01/25/2003	01/25/2012	\$.01 PV Com Stk	4,936	\$ 7.
Option (3)	\$ 7.43	08/16/2011		J	616	01/25/2003	01/25/2012	\$.01 PV Cl B Stk	1,850	\$ 7.
Option (3)	\$ 3.87	08/16/2011		J	0	07/24/2003	01/24/2013	\$.01 PV Com Stk	55,912	\$ 3.
Option (3)	\$ 3.87	08/16/2011		J	6,989	07/24/2003	01/24/2013	\$.01 PV Cl B Stk	20,967	\$ 3.
Option (3)	\$ 3.99	08/16/2011		J	0	08/19/2004	02/19/2014	\$.01 PV Com Stk	27,300	\$ 3.
Option (3)	\$ 3.99	08/16/2011		J	3,412	08/19/2004	02/19/2014	\$.01 PV Cl B Stk	10,237	\$ 3.
Option (3)	\$ 3.7	08/16/2011		J	0	06/14/2005	12/14/2014	\$.01 PV Com Stk	29,500	\$ 3

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Option (3)	\$ 3.7	08/16/2011	J	3,687	06/14/2005	12/14/2014	\$.01 PV Cl B Stk	11,062	\$ 3
Option (3)	\$ 9.75	08/16/2011	J	0	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000	\$ 9.
Option (3)	\$ 9.75	08/16/2011	J	625	09/06/2006	03/06/2016	\$.01 PV Cl B Stk	1,875	\$ 9.
Option (3)	\$ 12.8	08/16/2011	J	0	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000	\$ 12
Option (3)	\$ 12.8	08/16/2011	J	625	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	1,875	\$ 12
Option (3)	\$ 13.9	08/16/2011	J	0	09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500	\$ 13
Option (3)	\$ 13.9	08/16/2011	J	312	09/20/2008	03/20/2018	\$.01 PV Cl B Stk	937	\$ 13
Option (3)	\$ 6.73	08/16/2011	J	0	09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000	\$ 6.
Option (3)	\$ 6.73	08/16/2011	J	400	09/05/2009	03/05/2019	\$.01 PV Cl B Stk	400	\$ 6.
Option (3)	\$ 8.03	08/16/2011	J	0	09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000	\$ 8.
Option (3)	\$ 8.03	08/16/2011	J	500	09/02/2010	03/02/2020	\$.01 PV Cl B Stk	500	\$ 8.
	\$ 19.6	08/16/2011	J	0	08/28/2011	02/28/2021		2,500	\$ 19

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Option (3)							\$.01 PV		
							Com Stk		
Option (3)	\$ 19.6	08/16/2011	J	250	08/28/2011	02/28/2021	\$.01 PV Cl B Stk	250	\$ 19

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	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

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.

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