

KEANE KEVIN T  
Form 4  
December 19, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(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)  
12/15/2011

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
\$.01 PV Com Stk	12/15/2011		M	V	4,936	A	\$ 7.43	153,689	D	
\$.01 PV Com Stk	12/15/2011		M		55,912	A	\$ 3.87	209,601	D	
\$.01 PV Com Stk	12/15/2011		M		27,300	A	\$ 3.99	236,901	D	
\$.01 PV Cl B Stk	12/15/2011		M		1,850	A	\$ 7.43	747,370	D	
\$.01 PV Cl B Stk	12/15/2011		M		20,967	A	\$ 3.87	768,337	D	
	12/15/2011		M		10,237	A		778,574	D	

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\$ .01 PV Cl B Stk	\$ 3.99			
\$ .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.

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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. 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 or Value of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 7.43	12/15/2011		M	4,936	01/25/2003	01/25/2012	\$.01 PV Com Stk	4,936 \$ 7
Option	\$ 7.43	12/15/2011		M	1,850	01/25/2003	01/25/2012	\$.01 PV Cl B Stk	1,850 \$ 7
Option	\$ 3.87	12/15/2011		M	55,912	07/24/2003	01/24/2013	\$.01 PV Com Stk	55,912 \$ 3
Option	\$ 3.87	12/15/2011		M	20,967	07/24/2003	01/24/2013	\$.01 PV Cl B Stk	20,967 \$ 3
Option	\$ 3.99	12/15/2011		M	27,300	08/19/2004	02/19/2014	\$.01 PV Com Stk	27,300 \$ 3

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Option	\$ 3.99	12/15/2011	M	10,237	08/19/2004	02/19/2014	\$ .01 PV Cl B Stk	10,237	\$ 3
Option	\$ 3.7				06/14/2005	12/14/2014	\$ .01 PV Com Stk	29,500	
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		5,000	

						\$ .01 PV Com Stk
Option	\$ 8.03			09/02/2010	03/02/2020	\$ .01 PV Cl B Stk
						500
Option	\$ 19.6			08/28/2011	02/28/2021	\$ .01 PV Com Stk
						2,500
Option	\$ 19.6			08/28/2011	02/28/2021	\$ .01 PV Cl B Stk
						250

## 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

12/19/2011

\_\_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.

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