

KEANE KEVIN T
Form 4
September 08, 2005

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

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)
1801ELMWOOD AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2005

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

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
\$.01 Par Value Common Stock	09/07/2005		S	1,000 D \$ 9.47	185,291	D	
\$.01 Par Value Class B Stock					486,476	D	
\$.01 Par Value Common Stock					58,879	I	By Spouse (1)

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\$.01 Par Value Class B Stock	24,828	I	By Spouse <u>(1)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 of Derivative Security (Instr. 5)	
				Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 13.492					04/26/2002	04/26/2006	\$.01 PV Com Stk	14,860
Option	\$ 13.492					04/26/2002	04/26/2006	\$.01 PV Cl B Stock	3,715
Option	\$ 12.266					04/26/2002	04/26/2011	\$.01 PV Cl B Stock	696
Option	\$ 12.266					04/26/2002	04/26/2011	\$.01 PV Com Stk	2,783
Option	\$ 10.221					01/25/2003	01/25/2012	\$.01 PV Com Stk	4,936
Option	\$ 5.328					07/24/2003	01/24/2012		55,912

