

KEANE KEVIN T
Form 4
February 29, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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

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)
02/28/2012

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 Ownership (Instr. 4)
				(A) or (D)	Price		
\$.01 PV Com Stk					236,901	D	
\$.01 PV Cl B Stk					778,574	D	
\$.01 PV Com Stk					58,120	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.

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. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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		937

Option	\$ 6.73					09/05/2009	03/05/2019					
Option	\$ 6.73					09/05/2009	03/05/2019					
Option	\$ 8.03					09/02/2010	03/02/2020					
Option	\$ 8.03					09/02/2010	03/02/2020					
Option	\$ 19.6					08/28/2011	02/28/2021					
Option	\$ 19.6					08/28/2011	02/28/2021					
Option <u>(2)</u>	\$ 34.49	02/28/2012		A	3,000	08/28/2012	02/28/2022					

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

02/29/2012

__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.
 - (2) Granted pursuant to the Company's 2005 Directors Stock Option Plan.

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.