ASTRONICS CORP

Form 4

September 20, 2006

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

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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, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

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) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director X__ 10% Owner X_ Officer (give title Other (specify 1801ELMWOOD AVE 09/20/2006 below) Chairman (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) Deminative Committee Assumed Disposed of an Demoficially Or

(City)	(State) (Table I - Non-Derivative Securities Acqu						cquired, 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)					
\$.01 Par Value Common Stock	09/20/2006		S	554	D	\$ 16	178,380	D				
\$.01 Par Value Common Stock	09/20/2006		S	96	D	\$ 16.01	178,284	D				
\$.01 Par Value Common Stock	09/20/2006		S	99	D	\$ 16.02	178,185	D				

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\$.01 Par Value Common Stock	09/20/2006	S	99	D	\$ 16.03	178,086	D	
\$.01 Par Value Common Stock	09/20/2006	S	99	D	\$ 16.04	177,987	D	
\$.01 Par Value Common Stock	09/20/2006	S	50	D	\$ 16.07	177,937	D	
\$.01 Par Value Common Stock	09/20/2006	S	3	D	\$ 16.09	177,934	D	
\$.01 Par Value Class B Stock						490,887	D	
\$.01 Par Value Common Stock						58,879	I	By Spouse
\$.01 Par Value Class B Stock						24,828	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	ve ·	Securities	(Instr. 5)
	Derivative				Securities	s	(Instr. 3 and 4)	
	Security				Acquired	l		
	•				(A) or			
					Disposed	1		
					of (D)			
					(Instr. 3,			
					4. and 5)			

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		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 11.244					01/25/2002	01/25/2007	\$.01 PV Com Stk	14,819
Option	\$ 10.221					01/25/2002	01/25/2012	\$.01 PV Com Stk	4,936
Option	\$ 5.328					07/24/2003	01/24/2013	\$.01 PV Com Stk	55,912
Option	\$ 5.49					08/19/2004	02/19/2014	\$.01 PV Com Stk	27,300
Option	\$ 5.09					06/14/2005	12/14/2015	\$.01 PV Com Stk	29,500
Option	\$ 13.41					09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
KEANE KEVIN T				
1801ELMWOOD AVE	X	X	Chairman	
BUFFALO, NY 14207				

Signatures

/s/ Daniel J. Geary, as Power of Attorney for Kevin T.

Keane 09/20/2006

**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.

Reporting Owners 3

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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.