

KEANE KEVIN T
Form 4
October 29, 2012

FORM 4

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

OMB APPROVAL

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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

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2012

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

(Street)

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

BUFFALO, NY 14207

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| \$.01 PV Com Stk | | | | | 206,901 | D | |
| \$.01 PV Cl B Stk | 10/29/2012 | | J ⁽¹⁾ | | 147,821 | A | \$ 0 |
| \$.01 PV Com Stk | | | | | 58,120 | I | By Spouse ⁽²⁾ |
| \$.01 PV Cl B Stk | 10/29/2012 | | J ⁽¹⁾ | | 17,150 | A | \$ 0 |
| | | | | | 73,365 | I | By Spouse ⁽²⁾ |

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

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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) | Title | Amount or Number of Shares | |
| Option | \$ 3.22 | 10/29/2012 | | J ⁽³⁾ | | 0 | | \$0.01 PV Com Stk | 29,500 | \$ 3.22 |
| Option | \$ 3.22 | 10/29/2012 | | J ⁽³⁾ | | 6,084 | | \$0.01 PV Cl B Stk | 17,146 | \$ 3.22 |
| Option | \$ 8.48 | 10/29/2012 | | J ⁽³⁾ | | 0 | | \$0.01 PV Com Stk | 5,000 | \$ 8.48 |
| Option | \$ 8.48 | 10/29/2012 | | J ⁽³⁾ | | 1,031 | | \$0.01 PV Cl B Stk | 2,906 | \$ 8.48 |
| Option | \$ 11.13 | 10/29/2012 | | J ⁽³⁾ | | 0 | | \$0.01 PV Com Stk | 5,000 | \$ 11.13 |
| Option | \$ 11.13 | 10/29/2012 | | J ⁽³⁾ | | 1,031 | | \$0.01 PV Cl B Stk | 2,906 | \$ 11.13 |
| Option | \$ 12.09 | 10/29/2012 | | J ⁽³⁾ | | 0 | | \$0.01 PV Com Stk | 2,500 | \$ 12.09 |
| Option | \$ 12.09 | 10/29/2012 | | J ⁽³⁾ | | 516 | | \$0.01 PV Com Stk | 1,453 | \$ 12.09 |

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| Option | \$ 5.85 | 10/29/2012 | J ⁽³⁾ | 0 | 09/05/2009 | 03/05/2019 | \$0.01 PV Cl B Stk | 4,000 | \$ 5. | | |
|--------|----------|------------|------------------|-----|------------|------------|-----------------------------|-------|-------|--|--|
| Option | \$ 5.85 | 10/29/2012 | J ⁽³⁾ | 660 | 09/05/2009 | 03/05/2019 | \$0.01 PV Cl B Stk | 1,060 | \$ 5. | | |
| Option | \$ 6.98 | 10/29/2012 | J ⁽³⁾ | 0 | 09/02/2010 | 03/02/2020 | \$0.01 PV Com Stk | 5,000 | \$ 6. | | |
| Option | \$ 6.98 | 10/29/2012 | J ⁽³⁾ | 825 | 09/02/2010 | 03/02/2020 | \$0.01 PV Cl B Stk | 1,325 | \$ 6. | | |
| Option | \$ 17.04 | 10/29/2012 | J ⁽³⁾ | 0 | 08/28/2011 | 02/28/2021 | \$0.01 PV Com Stk | 2,500 | \$ 17 | | |
| Option | \$ 17.04 | 10/29/2012 | J ⁽³⁾ | 413 | 08/28/2011 | 02/28/2021 | \$0.01 PV Cl B Stk | 663 | \$ 17 | | |
| Option | \$ 29.99 | 10/29/2012 | J ⁽³⁾ | 0 | 08/28/2012 | 02/28/2022 | \$0.01 PV Com Stk | 3,000 | \$ 29 | | |
| Option | \$ 29.99 | 10/29/2012 | J ⁽³⁾ | 450 | 08/28/2012 | 02/28/2022 | \$0.01 PV Cl B Stk | 450 | \$ 29 | | |

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

10/29/2012

__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) Shares issued pursuant to a three-for-twenty distribution of Class B Stock to holders of both Common and Class B Stock on the record date of October 29, 2012.
 - (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 October 29, 2012 of three shares of Class B Stock for every twenty 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.
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