

KEANE KEVIN T
Form 4
February 29, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(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)
02/28/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(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 Deriva Securi (Instr.
				Code	V	(A)	(D)	
Option	\$ 3.7					06/14/2005	12/14/2014	\$0.01 PV Com Stk 29,500
Option	\$ 3.7					06/14/2005	12/14/2014	\$0.01 PV Cl B Stk 11,062
Option	\$ 9.75					09/06/2006	03/06/2016	\$0.01 PV Com Stk 5,000
Option	\$ 9.75					09/06/2006	03/06/2016	\$0.01 PV Cl B Stk 1,875
Option	\$ 12.8					09/20/2007	03/20/2017	\$0.01 PV Com Stk 5,000
Option	\$ 12.8					09/20/2007	03/20/2017	\$0.01 PV Cl B Stk 1,875
Option	\$ 13.9					09/20/2008	03/20/2018	\$0.01 PV Com Stk 2,500
Option	\$ 13.9					09/20/2008	03/20/2018	937

								\$.01 PV CI B Stk		
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 CI B Stk	400	
Option	\$ 8.03					09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000	
Option	\$ 8.03					09/02/2010	03/02/2020	\$.01 PV CI 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 CI B Stk	250	
<u>Option (2)</u>	\$ 34.49	02/28/2012	A	3,000		08/28/2012	02/28/2022	\$.01 PV Com Stk	3,000	\$ 34

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.