

SECURITIES AND EXCHANGE COMMISSION

Washington, DC

FORM 10-Q/A

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal quarter ended September 30, 2001

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-7087

ASTRONICS CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

New York
(State or Other Jurisdiction of
Incorporation or Organization)

16-0959303
(I.R.S. Employer
Identification No.)

1801 Elmwood Avenue, Buffalo, New York
(Address of Principal Executive Office)

14207
(Zip Code)

716-447-9013

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(g) of the Act:

\$.01 par value Common Stock, \$.01 par value Class B Stock

(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

As of September 29, 2001, total shares of \$.01 par value common stock outstanding were 5,487,095 and 2,576,242 shares of Class B common stock. Such shares have been adjusted to reflect the 25% stock distribution declared on November 5, 2001.

This amendment to the Form 10-Q for the quarter ended September 29, 2001 is filed to correct the number of shares outstanding on the cover page.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DATED: November 21, 2001

ASTRONICS CORPORATION

/s/ C. Anthony Rider
(Signature)

C. Anthony Rider
Vice President-Finance and Treasurer
(Principal Financial Officer)