

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

ASTRONICS CORPORATION

1801 Elmwood Avenue, Buffalo, New York 14207

Dear Fellow Shareholders:

It is my pleasure to invite you to attend the 1995 Annual Meeting of Shareholders to be held at the Orchard Park County Club, S-4777 South Buffalo Street, Orchard Park, New York, at 10:00 a.m. on Friday, April 28, 1995. The doors will open at 9:30 a.m.

Your vote is important. To be sure your shares are voted at the meeting, even if you are unable to attend in person, please sign and return the enclosed proxy card(s) as promptly as possible. This will not prevent you from voting your shares in person if you do attend.

The Annual Meeting of Shareholders will be held to consider and take action with regard to the election of five directors and the approval of the selection of the Company's auditors.

Complete details are included in the accompanying proxy

JOHN B. DRENNING, Secretary

Dated: March 21, 1995

ASTRONICS CORPORATION

1801 Elmwood Avenue, Buffalo, New York 14207

PROXY STATEMENT
FOR
ANNUAL MEETING OF SHAREHOLDERS
April 28, 1995

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of ASTRONICS CORPORATION ("Astronics" or the "Company") of proxies for use at the Annual Meeting of Shareholders to be held on Friday, April 28, 1995 at 10:00 a.m., and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. In addition to solicitation by mail, solicitations may be made by personal interview, telephone or telegram by officers and other regular employees of the Company. The cost of this proxy solicitation will be borne by the Company. It is contemplated that this Proxy Statement will be first sent to shareholders on March 21, 1995.

If the enclosed proxy is properly executed and returned, the shares represented thereby will be voted in accordance with the instructions contained therein. Any proxy given pursuant to this solicitation may be revoked by the shareholder at any time prior to its use, by the shareholder voting in person at the meeting, by submitting a proxy bearing a date subsequent to the date on the proxy to be revoked or by written notice to the Secretary of the Company.

Guy P. Berner Director; Executive Compensation,
Age 76 Audit and Profit Sharing Investment
 Committees of the Board of Directors.
 Financial and investment consultant,
 Buffalo, New York. 1978

Robert T. Brady Director; Executive Compensation and
Age 54 Audit Committees of the Board of
 Directors.
 President, Chief Executive Officer
 and Director of Moog Inc. 1990

John B. Drenning Secretary and Director; Executive
Age 57 Compensation and Audit Committees
 of the Board of Directors.
 Partner in Phillips, Lytle, Hitchcock,
 Blaine & Huber, Attorneys for the
 Company, Buffalo, New York. 1970

Kevin T. Keane President, Chief Executive Officer,
Age 62 and Director; Profit Sharing
 Investment Committee of the Board
 of Directors. 1970

John M. Yessa Vice President-Finance,
Age 55 Treasurer, Chief Financial Officer,
 and Director; Profit Sharing
 Investment Committee of the Board
 of Directors. 1985

OTHER DIRECTORSHIPS

In addition to serving as a member of the Astronics Board of Directors, Robert T. Brady is presently serving on the boards of directors of other publicly-traded companies, as follows: Moog Inc., Seneca Foods Corporation, First Empire State Corporation and Acme Electric Corporation.

EXECUTIVE COMPENSATION

The following tabulation shows on an accrual basis the compensation for the three fiscal years ended December 31, 1994, received by the three highest paid executive officers of the Company who received more than \$100,000:

John M. Yessa	4,000	10.8%	2.00	2004
Richard E. Hauck	4,000	10.8%	2.00	2004

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

In January 1995, the Company's Board of Directors authorized an equity investment of \$200,000 in a newly-formed French company engaged in the printing business. Robert S. Keane, the son of Kevin T. Keane, is a principal in the French company.

COMPENSATION OF DIRECTORS

In 1994, outside Directors were paid an annual retainer of \$4,080 and an additional fee of \$450 for each meeting attended of the Board and its committees. Directors are permitted to defer their compensation.

The Company's 1993 Director Stock Option Plan for non-salaried outside directors provides for the grant of options to purchase up to an aggregate of 50,000 shares of Common Stock (subject to adjustment to reflect share distributions). Outside directors are eligible to receive options under this Plan at the discretion of a committee appointed by the Board of Directors who are not eligible to participate in the Plan. Under the Plan, the option price is not less than the fair market value of the shares optioned on the date of grant. There is no limit on the number of options that a participant may be granted under the Plan. Options are exercisable beginning six months after grant and so long as the holder is a director of the Company, but for no longer than ten years after date of grant.

On February 13, 1995, the committee charged with administration of the Plan granted options to purchase shares of Common Stock to outside directors at the price of \$2.625 per share as follows: Mr. Berner -- 4,000 shares; Mr. Brady -- 4,000 shares; and Mr. Drenning -- 4,000 shares.

EMPLOYEE STOCK PURCHASE PLAN

The Company's Employee Stock Purchase Plan provides for the purchase of up to 542,969 shares of Common Stock (as adjusted to reflect share distributions). All employees of the Company or its subsidiaries who meet certain employment standards and who own less than 5% of the Company's outstanding shares are eligible to participate in the Plan. Under the Plan, participants may subscribe to purchase shares once a year, and the purchase price is 85% of the closing price of the Common Stock on the application date.

In any calendar year, no individual may elect to purchase shares in an amount in excess of 20% of his total previous year's compensation from the Company or \$25,000, whichever is less. Payment of the purchase price is made through payroll deductions over the balance of the year following the application. During each one-year payment period, an employee may cancel his application and receive back his contributions with interest. In the event of resignation, involuntary termination of employment, retirement or death, the application is treated as canceled.

During 1994, 125 employees subscribed for 107,823 shares of Common Stock at a purchase price of \$1.70 per share, including Mr. Hauck for 6,000 shares and Mr. Yessa for 9,000 shares.

DIRECTORS AND OFFICERS INDEMNIFICATION INSURANCE

On October 1, 1994, the Company renewed a Directors' and Officers' Liability Insurance policy written by The Chubb Group. The renewal was for a one year period at an annual premium of \$49,626. The policy provides indemnification benefits and the payment of expenses in actions instituted against any director or officer of the Company for claimed liability arising out of their conduct in such capacities. No significant payments or claims of indemnification or expenses have been made under any such insurance policies purchased by the Company at any time.

APPOINTMENT OF INDEPENDENT AUDITORS

The Audit Committee, with the approval of the Board of Directors, has selected Ernst & Young LLP, independent certified public accountants, to act as auditors of Astronics for the current fiscal year. Representatives of Ernst & Young LLP are expected to attend the meeting and will have the opportunity to make a statement if they desire and will be available to respond to appropriate questions.

The Board of Directors recommends a vote "FOR" this proposal.

PROPOSALS OF SHAREHOLDERS FOR 1996 ANNUAL MEETING

If any shareholder wishes to propose an item of business for consideration at next year's annual meeting of shareholders, the proposal must be in writing and received by the Company no later than November 28, 1995.

OTHER BUSINESS

The Board of Directors knows of no other matters to be voted upon at the Annual Meeting. If any other matters properly come before the Annual Meeting, it is the intention of the persons named in the enclosed proxy to vote on such matters in accordance with their judgment.

Copies of the 1994 Annual Report to Shareholders of Astronics have been mailed to shareholders. Additional copies of the Annual Report, as well as this Proxy Statement, Proxy Card(s), and Notice of Annual Meeting of Shareholders, may be obtained from Astronics Corporation, 1801 Elmwood Avenue, Buffalo, New York 14207.

A COPY OF THE COMPANY'S ANNUAL REPORT ON FORM 10-KSB, FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, WILL BE FURNISHED WITHOUT CHARGE TO SHAREHOLDERS, BENEFICIALLY OR OF RECORD ON MARCH 10, 1995, ON REQUEST TO MR. JOHN M. YESSA, C/O ASTRONICS CORPORATION, 1801 ELMWOOD AVENUE, BUFFALO, NEW YORK 14207.

BY ORDER OF THE BOARD OF DIRECTORS,

John B. Drenning, Secretary

Buffalo, New York
March 21, 1995

PROXY ASTRONICS CORPORATION PROXY

This Proxy Solicited on Behalf of the Board of Directors

The undersigned, revoking all prior proxies, hereby appoints Kevin T. Keane and John B. Drenning, or either of them, with full power of substitution, as proxy or proxies, to vote for him and in his name all shares of Common Stock of the undersigned as if the undersigned were personally present and voting, at the Company's Annual Meeting of Shareholders, April 28, 1995, and at any adjournments thereof.

This proxy when properly executed will be voted in the manner directed herein by the undersigned. If no other indication is made, this proxy will be voted "FOR" Proposals 1 and 2.

1. ELECTION OF DIRECTORS: For all nominees listed below (unless contrary instructions are given below):
Kevin T. Keane, John M. Yessa, John B. Drenning, Guy P. Berner and Robert T. Brady.

FOR all nominees listed above WITHHOLD authority to vote for all nominees listed above.

(To withhold authority to vote for any individual nominee, write that nominee's name on the above line.)

2. Proposal to ratify the selection of Ernst & Young LLP as the Auditors for fiscal year 1995.

FOR AGAINST ABSTAIN

[FRONT OF CARD]

3. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

Dated: _____, 1995
(Month) (Day) (Signature)

(Signature)

(Please sign exactly as name appears hereon. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.)

PLEASE NOTE THAT THERE MAY BE TWO PROXY CARDS ENCLOSED. THE WHITE CARD SHOULD BE USED TO VOTE YOUR COMMON SHARES, AND THE BLUE CARD SHOULD BE USED TO VOTE YOUR CLASS B SHARES. PLEASE MARK, SIGN, DATE AND RETURN EACH PROXY CARD PROMPTLY, USING THE ENCLOSED ENVELOPE. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES.

[BACK OF CARD]

PROXY ASTRONICS CORPORATION PROXY

This Proxy Solicited on Behalf of the Board of Directors

The undersigned, revoking all prior proxies, hereby appoints Kevin T. Keane and John B. Drenning, or either of them, with full power of substitution, as proxy or proxies, to vote for him and in his name all shares of Class B Stock of the undersigned as if the undersigned were personally present and voting, at the Company's Annual Meeting of Shareholders, April 28, 1995, and at any adjournments thereof.

This proxy when properly executed will be voted in the manner directed herein by the undersigned. If no other indication is made, this proxy will be voted "FOR" Proposals 1 and 3.

1. ELECTION OF DIRECTORS: For all nominees listed below (unless contrary instructions are given below):
Kevin T. Keane, John M. Yessa, John B. Drenning, Guy P. Berner and Robert T. Brady.

FOR all nominees listed above. WITHHOLD authority to vote for all nominees listed above.

(To withhold authority to vote for any individual nominee, write that nominee's name on the above line.)

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[FRONT OF CARD]

3. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

Dated: , 1995

(Month) (Day)

(Signature)

(Signature)

(Please sign exactly as name appears hereon. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.)

PLEASE NOTE THAT THERE MAY BE TWO PROXY CARDS ENCLOSED. THE WHITE CARD SHOULD BE USED TO VOTE YOUR COMMON SHARES, AND THE BLUE CARD SHOULD BE USED TO VOTE YOUR CLASS B SHARES. PLEASE MARK, SIGN, DATE AND RETURN EACH PROXY CARD PROMPTLY, USING THE ENCLOSED ENVELOPE. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES.

[BACK OF CARD]