SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-QSB

(Mark One)

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

For the fiscal quarter ended June 29, 1996

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OFTHE 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	16-0959303
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

1801 Elmwood Avenue, Buffalo, New York	14207
(Address of Principal Executive Office)	(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 _X_ No ___

As of June 29, 1996, 3,111,707 shares of $.01 par value common stock and 750,031 shares of $.01 par value Class B common stock were outstanding.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

ASTRONICS CORPORATION

Consolidated Balance Sheet
June 29, 1996
With Comparative Figures for December 31, 1995

ASSETS

	(Dollars in Thousands) June 29, 1996 (Unaudited)	December 31, 1995
Current Assets:		
Cash	$ 613	$ 772
Accounts receivable	4,515	4,874
Inventories:		
Finished goods	2,855	2,454
Work in process	927	1,081
Raw material	2,195	2,765
Prepaid expenses	(79)	646
Total current assets	11,026	12,592
Property, Plant and Equipment	30,450	31,134
Less accumulated depreciation and amortization	13,115	14,858
Net property, plant and equipment	17,335	16,276
Other Assets	1,896	1,947
	$30,257	$30,815

See notes to financial statements.

ASTRONICS CORPORATION

Consolidated Balance Sheet
June 29, 1996
With Comparative Figures for December 31, 1995

LIABILITIES AND SHAREHOLDERS' EQUITY

	(Dollars in Thousands) June 29, 1996 (Unaudited)	December 31, 1995
Current Liabilities:		
Current maturities of long-term debt	$ 2,241	$ 2,266
Accounts payable	2,761	2,524
Accrued expenses	1,338	1,449
Income taxes	129	252
Total current liabilities	6,469	6,491
Long-Term Debt	8,517	9,713
Long-Term Obligations under Capital Leases	1,812	2,010

Deferred Income Taxes	922	875
Shareholders' Equity:		
Common stock, $.01 par value Authorized 10,000,000 shares, issued 3,413,728 in 1996, 3,254,454 in 1995	34	33
Class B common stock, $.01 par value Authorized 5,000,000 shares, issued 750,031 in 1996, 834,005 in 1995	7	8
Additional paid-in capital	2,114	2,046
Retained earnings	11,190	10,447
	13,345	12,534
Less shares in Treasury, at cost	808	808
Total shareholders' equity	12,537	11,726
	$30,257	$30,815

See notes to financial statements.

ASTRONICS CORPORATION

Consolidated Statement of Income and Retained Earnings
Period Ended June 29, 1996
With Comparative Figures for 1995

(Dollars in Thousands)
(Unaudited)

	SIX MONTHS		THREE MONTHS	
	1996	1995	1996	1995
Net Sales	$19,252	$13,450	$ 9,683	$ 6,224
Costs and Expenses:				
Cost of products sold	13,883	9,415	7,035	4,334
Selling, general and administrative expenses	3,826	3,028	1,874	1,510
Interest expenses, net of interest earned of $8 in 1996 and $73 in 1995	454	214	223	105
Total costs and expenses	18,163	12,657	9,132	5,949
Income before provision for taxes on income	1,089	793	551	275
Provision for taxes on income	346	345	174	103
Net Income	743	448	377	172
Retained Earnings:				
January 1	10,447	8,687		
June 29	$11,190	$ 9,135		

Income per Common Share	$ .18	$ .12	$ .09	$ .05
	=======	=======	=======	=======

See notes to financial statements.

ASTRONICS CORPORATION

Consolidated Statement of Cash Flows
Six Months Ended June 29, 1996
With Comparative Figures for 1995

(Dollars in Thousands)
(Unaudited)

	1996	1995
Cash Flows from Operating Activities:		
Net income	$ 743	$ 448
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,247	1,444
Provision for doubtful accounts	153	291
Provision for deferred taxes	47	(310)
Cash flows from changes in operating assets and liabilities:		
Accounts receivable	206	129
Inventories	323	260
Prepaid expenses	725	459
Accounts payable	237	163
Accrued expenses	(112)	(254)
Income taxes payable	(123)	(278)
Net Cash provided (used) by Operating Activities:	$ 3,446	$ 2,352
Cash Flows from Investing Activities:		
Proceeds from sale of assets	219	10
Change in other assets	(57)	--
Capital expenditures	(2,417)	(2,003)
Net Cash provided (used) by Investing Activities	$(2,255)	$(1,993)
Cash Flows from Financing Activities:		
Principal payments on long-term debt and capital lease obligations	(1,418)	(1,112)
Proceeds from issuance of stock	68	9
Purchase of stock for Treasury	--	(303)
Net Cash provided (used) by Financing Activities	$(1,350)	$(1,406)
Net increase (decrease) in Cash and Cash Equivalents	(159)	(1,047)

Cash and Cash Equivalents at Beginning of Year	772	3,520
Cash and Cash Equivalents at June 29	$ 613	$ 2,473
Disclosure of cash payments for:		
Interest	$ 473	$ 294
Income taxes	416	933

See notes to financial statements.

ASTRONICS CORPORATION

Notes to Financial Statements

June 29, 1996

1) The interim financial statements are unaudited, but, in

the opinion of management, reflect all adjustments necessary for a fair presentation of results for such periods. The results of operations for any interim period are not necessarily indicative of results for the full year. These financial statements should be read in conjunction with the financial statements and notes thereto contained in the Company's annual report for the year ended December 31, 1995.

2) The financial statements include the results of operation of the acquisition of Loctite Luminescent Systems, Inc. from November 29, 1995 forward.

ASTRONICS CORPORATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following table sets forth as a percent of net sales certain items reflected in the financial data and the percentage increase (decrease) of such items as compared to the prior period.

	Percent of Net Sales Six Months Ended June 29		Period-to-Period Increase (Decrease)
	1996	1995	1995-1996
Net Sales:			
Electronic Systems	57.6%	44.0%	87.3%
Customized Printing and Packaging	42.4	56.0	8.4
	100.0%	100.0%	43.1%

Cost of products sold	72.1	70.0	47.5%
Selling, general and administrative expenses	19.9	22.5	26.4%
Interest expenses, net	2.3	1.6	112.1%
	94.3%	94.1%	43.5%
Income before provision for income taxes	5.7%	5.9%	37.3%
Provisions for taxes	1.8	2.6	0.3%
Net income	3.9%	3.3%	65.9%

SALES In November, 1995, the Company purchased the electroluminescent business of Loctite Corporation. Results from this business are included in the 1996 financials. As a result of the acquisition, the Electronic Systems segment is the largest of the two segments. Therefore, the seasonal business of the Specialty Packaging and Printing segment's confectionery business will be less pronounced in quarterly sales results.

A new record for sales was set for the Second Quarter and the first six months of a year. The 1996 sales increase was mainly in the Electronic segment, 87.3 percent. This reflects the November, 1995 acquisition. Sales within the Electronics

segment increased in the electroluminescent area but decreased in the keyboard and thick walled elastomeric areas. Sales to the private aircraft manufacturers increased over previous years. The Specialty Packaging and Printing segment grew 8.4 percent, mainly in the folding carton area. Competition remains strong, allowing little room for upward price adjustments. Sales for the Second Quarter increased 55.6 percent to $9,683,000 compared to $6,224,000 in 1995. Sales for the First Half of 1996 increased 43.1 percent to $19,252,000 compared to $13,450,000 in 1995. Sales for the trailing twelve months increased 27.0 percent to $34,338,000, compared to $27,029,000 for the twelve months ending July 1, 1995.

In 1995, Sales increased 18.4 percent for the First Half of the year. These increased sales were achieved with a 35.0 percent gain in the Electronic Systems segment and 7.9 percent in the Specialty Packaging and Printing segment. In the Electronics segment, sales increased in the electroluminescent and electronic keyboard area for the aerospace and defense electronics products. Sales also increased in elastomeric products mainly do to the increased business activity in the global marketplace. The Specialty Packaging and Printing segment's sales increased about equally between folding carton sales to the confectionery industry and from specialty imprinting for the stationery, party and gift market. In 1994, the sales decrease came in the Electronics Systems segment and was related to the defense electronics and aerospace industry.

BACKLOG The backlog for the Company increased during the

First Half of 1996 to $10,820,000. This compares to $8,953,000 at December 31, 1995, and $5,500,000 at July 1, 1995. The 1996 increase is in the Electronic segment and reflects mainly contracts that were being negotiated and bid prior to the November 1995 acquisition. The June 29, 1996, backlog is composed of $9,276,000 in the Electronic Systems segment and $1,544,000 in the Specialty Packaging and Printing segment.

EXPENSES Cost of products sold increased, as a percentage of sales, 47.5 percent in 1996, compared to a sales increase of 43.1 percent. This higher increase in costs reflects the continuing investments made in upgrading processes and technology, transition costs related to the November acquisition and a heavier commitment to research and development. As a percent of sales, costs of goods sold increased to 72.1 percent compared to 70.0 percent in 1995 and 74.0 in 1994. The decrease in 1995, when compared to 1994, reflects the 1994 one-time charge related to the transition and relocation of the

Gloucester, MA, operation into the East Aurora, NY, manufacturing facility. The hard costs of the move were approximately $400,000, or 3.5 percent of sales. These costs consisted of the following:

Buyout of a 5.75 year facility lease	$150,000
Employee severance payments	$150,000
Moving and travel costs	$100,000

Material costs continue to decrease as a percent of sales: 24.9 percent in 1996, 25.7 percent in 1995, and 27.4 percent in 1994. Conversely, employee costs increased in 1996 to 27.1 percent from 23.3 percent in 1995, and 24.6 percent in 1994. A portion of this increase is the investment in Research and Development. Manufacturing, engineering and Research and Development costs, including the continuing investment in processes and technology improvements in the Specialty Packaging and Printing Segment, increased 70.2 percent to 8.1 percent of sales compared to 6.8 percent in 1995, and 5.8 percent in 1994. Facility costs, reflecting the rental of the facility in New Hampshire, increased 84.9 percent to 6.5 percent of sales in 1996, compared to 5.0 percent in 1995, and 4.5 percent in 1994. Other costs increased at a lower rate than the growth of sales. Although the Company invested heavily in equipment in 1995, depreciation as a percent of sales decreased to 5.4 percent of sales in 1996, compared to 9.1 percent in 1995, and 7.8 percent in 1994, reflecting the substantial increase in sales and the leasing of the facility in New Hampshire. Product mix always has an effect on the various components of cost of goods sold. With the substantial sales increase in the Electronics Segment, the product mix has shifted costs in various areas and is reflecting differing contributions to the gross profit line. The total costs for the First Half of 1996 were $13,883,000, or 72.1 percent of sales, compared to $9,415,000 in 1995, and $8,410,000 in 1994. Gross profit increased 33.1 percent to $5,369,000 in 1996, compared to $4,035,00 in 1995, and $2,955,000 in 1994.

Cost of products sold increased 12.0 percent in 1995 and 3.4 percent in 1994. In 1995, sales increased by a larger percent than costs, while in 1994 costs increased while sales decreased. Costs

increased in several areas; for example, purchases of board, corrugated and plastics. The Company was unable to pass on these increases as pricing adjustment in most cases. The offset to these increased costs was the Company's investment in technology, processes, and equipment, which have reduced costs. In 1994, the Company relocated the Massachusetts portion of the Electronic Systems segment and combined it with the East Aurora, NY, operations.
Raw material costs, as a percent of sales were 25.7 percent and 27.4 percent in 1995 and 1994, respectively. These costs are affected by product mix changes, changes in inventory levels, and manufacturing efficiency. Overall, the increased benefits from investments in technology, processes and equipment have reduced material usage through lower scrap rates. Employee costs, as a percent of sales, were 23.3 percent and 24.6 percent 1995 and 1994, respectively. This area is also affected by product mix. The benefits of the investments referred to above also have reduced employee costs. The cost side of these investments is reflected in increasing depreciation costs which, as a percent of sales, were 9.1 percent and 7.8 percent in 1995 and 1994, respectively. Other costs areas have not experienced dramatic changes.

Selling, general and administrative expenses continued to decrease as a percentage of sales: 19.9 percent in 1996, 22.5 percent in 1995, and 23.1 percent in 1994. The majority of these costs are for employee services, marketing expenses, and operating supplies. The Company has a policy that it reserves all trade receivables over 150 days (180 days in 1995), or earlier if there are substantial questions. During the First Half of 1996, $184,000 was expensed compared to $305,000 in 1995, and $49,000 in 1994. While the Company makes every effort to collect all receivables, it believes it is prudent to adequately reserve accounts that are not collected in a reasonable timeframe. Employee costs, while the major expense in this area, has decreased each year as a percent of sales: 10.9 percent in 1996, 11.4 percent in 1995, and 11.5 percent in 1994. Other cost areas are minor or had nominal changes as a percent of sales. The total dollars spent in this area was $3,826,000 in 1996, $3,028,000 in 1995, and $2,626,000 in 1994. The operating income was $1,543,000, or 8.1 percent in 1996, compared to $1,007,000, or 7.5 percent in 1995, compared to $329,000, or 2.9 percent in 1994.

INTEREST Interest costs, net, increased 112.1 percent in 1996 to $454,000, compared to $214,000 in 1995, a decrease of 24.7 percent from 1994's costs of $284,000. The 1996 increase reflects the financing of the November 1995 acquisition. As a percent of sales, net interest costs were 2.4 percent of sales in 1996, 1.6 percent in 1995, and 2.5 percent in 1994. While the Company increased its borrowing for the acquisition and for working capital in late 1995, and early 1996, it has steadily reduced prior debt as scheduled. The new loans are at LIBOR plus 125 basis points.

SUMMARY When all of the above is combined, the Company earned, before provision for taxes, $1,089,000, or 5.6 percent of sales in 1996, $793,000, or 5.9

percent of sales in 1995, and $346,000, or 3.0 percent of sales in 1994.

TAXES The Company's tax provision for 1996 takes into consideration both the 1995 and 1996 favorable tax adjustments made by New York State. In 1995, the Company did not reflect the tax changes until later quarters. Also, the Company reduced its reserve for potential tax adjustments based on the latest information. The Company is undergoing a New York State tax audit, but it does not anticipate a material change in the tax liability. The tax provision, as a percentage of sales, is 1.8 percent in 1996, 2.6 percent in 1995, and 1.6 in 1994. The Company records its tax expense under the FASB 109 guidelines.

NET INCOME Net income for the First Half of 1996 was $743,000, or $.18 per share, compared to $448,000, or $.12 per share in 1995, and $165,000, or $.04 per share in 1994.

LIQUIDITY The Company's cash decreased in the First Half of 1996 by $159,000, compared to a decrease of $1,047,000 in the same time period in 1995. The Company's ongoing operations generated cash of $3,446,000 in the First Half of 1996, compared to $2,352,000 in 1995, and $2,209,000 in 1994. The Company's investment in new equipment was $2,417,000 in 1996, compared to $2,003,000 in 1995, and $541,000 in 1994. The Company anticipates that it will spend in excess of $4,000,000 during the 1996 fiscal year. The Company reduced its scheduled indebtedness and its revolving line of credit borrowing in the First Half of 1996 by $1,418,000, compared to $1,112,000 in 1995, and $877,000 in 1994. The Company has an $11,000,000 revolving line of credit available for additional working capital needs, of which it had utilized $6,500,000 as of June 29, 1996. The Company feels that its cash balance, the cash flow from internal operations and the available amount on the revolving line of credit are adequate to meet the Company's operational and investment plans for 1996.

COMMITMENTS The Company has commitments for items that it purchases in the normal on-going affairs of the business. As of June 29, 1996, it has a commitment for $750,000 for a building addition in the Specialty Packaging and Printing Segment. The Company is not aware of any obligations in excess of normal market conditions, nor of any long-term commitments that would affect its financial condition.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 2. Changes in Securities.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Securities Holders.

None.

Item 5. Other Information.

None.

Item 6. Exhibits and Reports on Form 8-K.

None.

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: August 13, 1996

ASTRONICS CORPORATION

John M. Yessa

(Signature)

John M. Yessa
Vice President-Finance and Treasurer

<TABLE> <S> <C>

<ARTICLE> 5

<S> <C>
<PERIOD-TYPE> 3-MOS
<FISCAL-YEAR-END> DEC-30-1995
<PERIOD-END> JUN-29-1996
<CASH> 613,000
<SECURITIES> 0
<RECEIVABLES> 4,909,000
<ALLOWANCES> (394,000)
<INVENTORY> 5,977,000
<CURRENT-ASSETS> 11,026,000
<PP&E> 30,450,000
<DEPRECIATION> (13,115,000)
<TOTAL-ASSETS> 30,257,000
<CURRENT-LIABILITIES> 6,469,000
<BONDS> 0
<PREFERRED-MANDATORY> 0
<PREFERRED> 0
<COMMON> 34,000
<OTHER-SE> 12,503,000
<TOTAL-LIABILITY-AND-EQUITY> 30,257,000
<SALES> 19,252,000
<TOTAL-REVENUES> 19,252,000
<CGS> 13,883,000
<TOTAL-COSTS> 17,709,000
<OTHER-EXPENSES> 0
<LOSS-PROVISION> 0
<INTEREST-EXPENSE> 459,000
<INCOME-PRETAX> 1,089,000
<INCOME-TAX> 346,000
<INCOME-CONTINUING> 0
<DISCONTINUED> 0
<EXTRAORDINARY> 0
<CHANGES> 0
<NET-INCOME> 743,000
<EPS-PRIMARY> .18
<EPS-DILUTED> .18

</TABLE>