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

Form 10-Q

[X] **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended **September 27, 2003**

or

[ ] **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	**16-0959303**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)
130 Commerce Way East Aurora, New York	**14052**
(Address of principal executive offices)	(Zip code)

(716) 805-1599
(Registrant's telephone number, including area code)

NOT APPLICABLE
(Former name, former address and former fiscal year, if changed since last report)

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, and (2) has been subject to such filing requirements for the past 90 days.

Yes [**X**] No [ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes [ ] No [**X**]

As of September 27, 2003 7,735,882 shares of common stock were outstanding consisting of 5,765,292 shares of common stock ($.01 par value) and 1,970,590 shares of Class B common stock ($.01 par value).

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

ASTRONICS CORPORATION
Consolidated Balance Sheet
September 27, 2003
With Comparative Figures for December 31, 2002

Dollars in Thousands

	September 27, 2003 (Unaudited)	December 31, 2002
Current Assets:		
Cash	$ 11,174	$ 7,722
Accounts Receivable	4,960	4,745
Inventories	5,987	6,139
Prepaid expenses	1,287	434
Due from MOD-PAC CORP	115	4,751
Total current assets	23,523	23,791
Property, Plant and Equipment, at cost	24,204	23,774
Less accumulated depreciation and amortization	8,935	8,111
Net property, plant and equipment	15,269	15,663
Deferred Income Taxes	1,417	1,255
Goodwill	2,389	2,135
Other Assets	3,546	3,763
Net long-term assets of Discontinued Operations	-	20,742
	$ 46,144	$ 67,349
Current Liabilities:		
Current maturities of long-term debt	$ 892	$ 873
Net Current Liabilities of Discontinued Operations	114	1,034
Accounts payable	2,311	1,939
Accrued expenses	1,946	2,195
Total current liabilities	5,263	6,041
Long-term debt	12,834	13,110
Supplemental Retirement Plan	5,252	4,823
Net Long-term liabilities of Discontinued Operations	378	-
Other liabilities	406	436
Common Shareholders' Equity:		
Common stock, $.01 par value		
Authorized 20,000,000 shares, issued		
6,443,730 in 2003, 6,441,445 in 2002	64	64
Class B common stock, $.01 par value		
Authorized 5,000,000 shares, issued		
2,076,402 in 2003, 2,131,898 in 2002	21	21
Additional paid-in capital	3,258	3,790
Accumulated other comprehensive income (loss)	7	(545)
Retained earnings	22,380	42,831
	25,730	46,161
Less treasury shares, at cost 784,250 in 2003		
and 703,295 in 2002	3,719	3,222

Total shareholders' equity	22,011	42,939
	$ 46,144	$ 67,349

See notes to financial statements.

ASTRONICS CORPORATION

Consolidated Statement of Income and Retained Earnings
Period Ended September 27, 2003
With Comparative Figures for 2002

(Dollars in Thousands)
(Unaudited)

	NINE MONTHS		THREE MONTHS	
	2003	2002	2003	2002
Net Sales	$ 24,855	$ 34,185	$ 7,607	$ 10,754
Costs and Expenses:				
Cost of products sold	19,935	24,025	6,505	7,587
Selling, general and administrative expenses	4,381	4,473	1,488	1,516
Interest expenses, net of interest income of $140 in 2003 and $171 in 2002	143	187	50	63
Total costs and expenses	24,459	28,685	8,043	9,166
Income (loss) from Continuing Operations Before Income Taxes	396	5,500	(436)	1,588
Provision for Income Taxes	156	2,058	(156)	579
Income (loss) from Continuing Operations	240	3,442	(280)	1,009
Income (loss) from discontinued Operations	312	530	(17)	272
Net Income (loss)	$ 552	$ 3,972	$ (297)	$ 1,281
Retained Earnings:				
January 1	$ 42,831	$ 38,278		
Spin off of MOD-PAC CORP.	(21,003)	-		
September 27	$ 22,380	$ 42,250		

Earnings per share:

Basic Earnings (loss) per share:				
Continuing operations	$ .03	$ .43	$ (.04)	$ .13
Discontinued operations	.04	.06	(.00)	.03
Net Income (loss)	$ .07	$ .49	$ (.04)	$ .16
Diluted Earnings (loss) per share:				
Continuing operations	$ .03	$ .42	$ (.04)	$ .12
Discontinued operations	.04	.06	(.00)	.04
Net Income (loss)	$ .07	$ .48	$ (.04)	$ .16

See notes to financial statements.

ASTRONICS CORPORATION

Consolidated Statement of Cash Flows
Nine Months Ended September 27, 2003
With Comparative Figures for 2002

	(Dollars in Thousands) (Unaudited) 2003	2002
Cash Flows from Operating Activities:		
Income from continuing operations	$ 240	$ 3,442
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	911	964
Other	320	(33)
Cash flows from changes in operating assets and liabilities, excluding effects of acquisitions:		
Accounts receivable	(111)	1,068
Inventories	356	(55)
Prepaid expenses	(348)	(78)
Accounts payable	307	98
Income taxes	(433)	167
Accrued expenses	(289)	(98)
Net cash provided by Operating Activities	953	5,475
Cash Flows from Investing Activities:		
Change in other assets	(147)	(90)
Capital expenditures	(286)	(609)

Net Cash used in Investing Activities	(433)	(699)
Cash Flows from Financing Activities:		
Principal payments on long-term debt and capital lease obligations	(493)	(2,153)
Due from MOD-PAC CORP.	4,751	-
Unexpended industrial revenue bond proceeds	-	84
Proceeds from issuance of stock	24	37
Purchase of treasury stock	(1,104)	(1,837)
Net Cash provided by (used in) Financing Activities	3,178	(3,869)
Effect of exchange rate change on cash	23	(44)
Cash provided by continuing operations	3,721	863
Cash provided by (used in) discontinued operations	(269)	2,132
Net increase in Cash and Cash Equivalents	3,452	2,995
Cash and Cash Equivalents at Beginning of Period	7,722	9,175
Cash and Cash Equivalents at End of Period	$ 11,174	$ 12,170
Cash payments for:		
Interest	$ 290	$ 355
Income taxes	1,009	2,011

See notes to financial statements.

ASTRONICS CORPORATION

Notes to Financial Statements

September 27, 2003

1) Basis of Presentation

The accompanying unaudited statements have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring accruals, considered necessary for a fair presentation have been included. The results of operations for any interim period are not necessarily indicative of results for the full year. Operating results for the nine-month period ended September 27, 2003 are not necessarily indicative of the results that may be expected for the year ended December 31, 2003.

The balance sheet at December 31, 2002 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

For further information, refer to the financial statements and footnotes thereto included in Astronics Corporation's (the" Company") 2002 annual report to shareholders.

The Company accounts for its stock-based awards using the intrinsic value method in accordance with Accounting Principles Board Opinion No. 25 and its related interpretations. The measurement prescribed by APB Opinion No. 25 does not recognize compensation expense if the exercise price of the stock option equals the market price of the underlying stock on the date of grant. Accordingly, no compensation expense related to stock options has been recorded in the financial statements.

For purposes of pro forma disclosures, the estimated fair value of the Company's stock options at the date of grant is amortized to expense over the options' vesting period. The Company's pro forma information for the 2003 and 2002 first nine months and third quarters are presented in the table below:

	(Dollars in Thousands) (Unaudited)			
	NINE MONTHS		THREE MONTHS	
	2003	2002	2003	2002
Income (loss) from Continuing Operations as reported	$ 240	$ 3,442	$ (280)	$ 1,009
Adjustments to record compensation expense for stock option awards under the fair value method of accounting	$ (375)	(212)	$ (98)	$ (68)
Pro Forma Income (loss) from Continuing Operations	$ (135)	$ 3,230	$ (378)	$ 941
Net Income (loss) as reported	$ 552	$ 3,972	$ (297)	$ 1,281
Adjustments to record compensation expense for stock option awards under the fair value method of accounting	$ (162)	$ (280)	$ (98)	$ (91)
Pro Forma Net Income (loss)	$ 390	$ 3,692	$ (395)	$ 1,190
Pro Forma Basic Earnings (loss) Per Share:				
Continuing Operations	$ (0.02)	$ 0.40	$ (0.05)	$ 0.12
Net Income	$ 0.05	$ 0.46	$ (0.05)	$ 0.15
Pro Forma Diluted Earnings (loss) Per Share:				
Continuing Operations	$ (0.02)	$ 0.39	$ (0.05)	$ 0.11
Net Income	$ 0.05	$ 0.45	$ (0.05)	$ 0.14

2) Discontinued Operations

On September 26, 2002, the Company announced the spin-off of its wholly owned subsidiary MOD-PAC CORP., which operated the Printing and Packaging business segment. That spin-off was completed on March 14, 2003. As such the net assets and equity of MOD-PAC CORP. were removed from the balance sheet of the Company on March 14, 2003 resulting in a reduction of the Company's retained earnings and related net assets of $21.0 million. In December of 2002 the Company announced the discontinuance of the Electroluminescent Lamp Business Group, whose business has involved sales of microencapsulated electroluminescent lamps to customers in the consumer electronics industry. The operations of the printing and packaging business segment through the spin-off date of March 14, 2003 and the results of operations of the Electroluminescent Lamp Business Group have been reported as discontinued operations in the financial statements of the Company. The financial statements for 2002 have been restated to reflect the printing and packaging business segment and the electroluminescent business group as discontinued operations.

3) Inventories are stated at the lower of cost or market, cost being determined in accordance with the first-in, first-out method. Inventories are as follows:

(in thousands)

	September 27, 2003 (Unaudited)		December 31, 2002	
Finished Goods	$	511	$	640
Work in Progress		1,036		1,011
Raw Material		4,440		4,488
	$	5,987	$	6,139

4) Comprehensive Income

Comprehensive income consists of net income, foreign currency translation adjustments and mark to market adjustments for derivatives. Total comprehensive income (loss) was $(247) and $1,020 for the third quarter of 2003 and 2002 respectively and $1,104 and $3,575 for 2003 and 2002 year to date.

ASTRONICS CORPORATION

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

The following table sets forth income statement data as a percent of net sales:

	Percent of Net Sales Nine Months Ended September 27		Percent of Net Sales Three Months Ended September 27	
	2003	2002	2003	2002
Net Sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of products sold	80.2	70.3	85.5	70.6
Selling, general and administrative expenses	17.6	13.1	19.6	14.1
	97.8 %	83.4 %	105.1 %	84.7 %
Operating Income (loss)	2.2 %	16.6 %	(5.1) %	15.3 %

NET SALES	Net sales for the quarter ended September 27, 2003 were $7.6 million compared with $10.8 million for the third quarter of 2002. The decline in sales was largely attributable to the conclusion last year of Astronics' original contract to provide night vision lighting systems for the U.S. Air Force fleet of F-16 fighter aircraft. That contract contributed $2.1 million in sales for the third quarter of last year, whereas there were no sales associated with the contract in this year's third quarter. The remaining $1.1 million sales decline was driven by reduced government spares purchases in the quarter and the depressed commercial transport market. By market, sales to the Military, excluding the completed F-16 program, declined to $3.9 million during the quarter from $4.6 million in the third quarter of 2002. The decline was due to reduced government spares procurement. Sales to the Commercial Transport market were $1.3 million in the third quarter of 2003 compared with $1.8 million in the third quarter of 2002, reflecting continued softness in the airline industry. Sales to the Business Jet market increased to $2.0 million during the quarter from $1.9 million in the third quarter of 2002. For the first nine months of 2003, sales were $24.9 million compared with sales of $34.2 million for the first nine months of 2002. Again, the decline was directly attributable to the conclusion of the Company's contract to provide F-16 night vision compatible lighting kits to the U.S. Air Force. F-16 contract sales in the first nine months of last year were $9.6 million compared with $717 thousand for the first nine months of 2003. Excluding sales associated with the concluded F-16 program from both periods, sales declined $438 thousand, or 1.8%. Sales to the Military Market, excluding the completed F-16 program, declined slightly to $12.3 million for the first nine months of 2003 from $12.5 million in the first nine months of 2002. Sales to the Commercial Transport market declined to $4.7 million for the first nine months of 2003 compared with $5.0 million for the same period in 2002. Sales to the Business Jet market increased to $6.2 million in the first nine months of 2003 compared with $5.9 million in the same period last year.
EXPENSES AND MARGINS	Cost of products sold as a percentage of net sales increased 14.9 percentage points to 85.5% for the third quarter of 2003 compared to 70.6 for the third quarter of 2002. The increase as a percent of sales is primarily the result of the decreased sales as compared to the same period in 2002 not being off set by a proportionate reduction in fixed production and development costs. On a year to date basis cost of products sold totaled 80.2% for the first nine months of 2003, an increase of 9.9 percentage points from 70.3% for the same period of 2002. The reason for the increase for the first nine months of 2003 compared to the same period of 2002 is the same as previously discussed for the third quarter comparisons. Selling, general and administrative costs as a percent of sales was 19.6% for the third quarter of 2003 compared with 14.1% for the same period of 2002. The increase is attributable to the decrease of net sales from the third quarter of 2002 to the third quarter of 2003. Year to date Selling, general and administrative costs as a percent of sales increased to 17.6% in 2003 compared with 13.1% in 2002. This increase as a percent of sales was also related to the decrease of sales for 2003 compared with 2002 for the same period.
INCOME FROM CONTINUING OPERATION BEFORE TAXES	The decline in sales means we have less contribution towards our fixed costs so income from continuing operations before taxes is down for the third quarter from $1.6 million in 2002 to a loss of $436 thousand in 2003. On a year-to-date basis income from continuing operations before taxes declined from $5.5 million in 2002 to $396 thousand in 2003. This decrease is also a result of the decrease in revenues for those periods as compared with 2002.
TAXES	Our effective income tax rate for the third quarter of 2003 and 2002 was 36%. Year to date our effective tax rate was 39% for 2003 and 37% for 2002.
INCOME FROM CONTINUING OPERATIONS	Income (loss) from continuing operations was $(280) thousand for the third quarter of 2003 compared with $1.0 million for the same period of 2002. This decrease is the effect of a decrease of net sales as compared with 2002. Year to date income from continuing operations was $240 thousand compared to $3.4 million for 2002. Again this decrease is the result of decreased sales compared with the prior year.
EARNINGS PER SHARE FROM CONTINUING	Diluted Earnings (loss) per share from continuing operations were $(.04) for the third quarter of 2003 compared with $.12 for the third quarter of 2002. The year-to-date comparison was $.03 for 2003 and $.42 for 2002. This was mainly attributable

OPERATIONS to the decrease in net earnings. Changes in the number of shares outstanding did not impact the calculation significantly.

INCOME FROM DISCONTINUED OPERATIONS

Income (loss) from discontinued operations during the third quarter of 2003 was $(17) thousand compared with $272 thousand for the same period in 2002. Year to date income from discontinued operations totaled $312 thousand in 2003 and $530 thousand in 2002. Income from discontinued operations attributable to Astronics former subsidiary MOD-PAC CORP totaled $0 for the third quarter of 2003 and $460 thousand for the third quarter of 2002. Year to date income from discontinued operations attributable to MOD-PAC CORP was $366 thousand and $1.2 million for 2003 and 2002 respectively. Income from discontinued operations attributable to the discontinued Electroluminescent Lamp group was a loss of $17 thousand for the third quarter of 2003 and a loss of $188 thousand for the third quarter of 2002 and losses of $54 thousand and $710 thousand year to date for 2003 and 2002 respectively.

NET INCOME AND EARNINGS PER SHARE

Net income (loss) totaled $(297) thousand for the third quarter of 2003 compared to $1.3 million for the third quarter of 2002 and $552 thousand compared with $4.0 million year to date for 2003 and 2002 respectively. The decrease both for the quarterly comparison and the year to date comparison is primarily from the decrease in income from continuing operations that resulted from the decline in net sales for 2003 compared to the same periods in 2002.

LIQUIDITY

Cash provided by operating activities was $953 thousand during the first three quarters of 2003, as a result of net income plus depreciation and amortization and changes in working capital components.

The Company's capital expenditures for the first three quarters of 2003 total $286 thousand, a decrease from 2002 capital expenditures of $609 thousand. Capital expenditure commitments for the balance of 2003 are not expected to be significant and are expected to be financed from cash on hand.

The Company has an $8,000,000 line of credit facility available. At September 27, 2003 the Company had not borrowed against the line of credit. The line is subject to annual review and is payable on demand. The line of credit, among other requirements, imposes certain financial performance covenants with which the Company maintains compliance. The Company believes that cash balances at September 27, 2003, cash flow from operations and availability on the line of credit are adequate to meet the Company's operational and capital expenditure requirements for 2003.

BACKLOG

The Company's backlog at September 27, 2003 was 17.0 million compared with $17.8 million at the end of the third quarter of 2002. Last years third quarter backlog included $1.2 million for the now completed F-16 NVIS program. There was no backlog for this program at the end of the third quarter 2003.

COMMITMENTS

The Company has commitments for items that it purchases in the normal on-going affairs of the business. The Company is not aware of any obligations in excess of normal market conditions, nor of any long-term commitments that would have a material adverse affect on its financial condition.

MARKET RISK

The Company's foreign operations do not result in significant currency risks because nearly all of the Company's consolidated net sales are denominated in U.S. dollars and net assets held in, or measured in, currencies other than the U.S. dollar are not material.

Risks due to fluctuation in interest rates are a function of the Company's floating rate debt obligations, which total approximately $13,600,000 at September 27, 2003. To offset this exposure, the Company entered into an interest rate swap on its New York Industrial Revenue Bond through 2005 that effectively fixes the interest rate at 4.09% on this $5,950,000 obligation. As a result, a change of 1% in interest rates would impact annual net income by less than $100,000.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. In developing such estimates, management evaluates the facts known to it at the time and applies such facts within the framework of certain critical accounting policies that govern valuation allowances of the Company's assets. These policies include determining the need for a valuation allowance with respect to doubtful accounts receivable, lower of cost or market reserves related to the Company's inventories, depreciation allowances and impairment reserves with respect to the Company's long-lived assets and valuation allowances with respect to the reliability of deferred tax assets. Often, management must make certain assumptions about the future when applying these policies. Management uses past experience in developing such assumptions about the future. Actual experience will be different than the assumptions made and differences could result in material adjustments to management's estimates.

NEW ACCOUNTING PRONOUNCEMENTS There are no recently issued accounting standards that will have a material impact on our financial position or results of operations

FORWARD-LOOKING STATEMENTS This Quarterly Report contains "forward-looking statements". Such statements involve known and unknown risks, uncertainties and other factors that could cause our actual results to differ materially from the results expressed or implied by such statements, including general economic and business conditions affecting our customers and suppliers, competitors' responses to our products and services, particularly with respect to pricing, the overall market acceptance of such products and services, and successful completion of our capital expansion program. We use words like "will," "may," "should," "plan," "believe," "expect," "anticipate," "intend," "future" and other similar expressions to identify forward-looking statements. You should not place undue reliance on these forward-looking statements, which speak only as of their respective dates. These forward-looking statements are based on our current expectations and are subject to number of risks and uncertainties. Our actual operating results could differ materially from those predicted in these forward-looking statements, and any other events anticipated in the forward-looking statements may not actually occur.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

See Market Risk in Item 2, above.

Item 4. Controls and Procedures

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon the evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective. Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in Company reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 2. Changes in Securities and Use of Proceeds.

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

(a) Exhibits

Exhibit 11. Computation of Per Share Earnings

Exhibit 31.1 Section 302 Certification - Chief Executive Officer

Exhibit 31.2 Section 302 Certification - Chief Financial Officer

Exhibit 32. Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Reports on Form 8-K

The company filed an 8-K on October 23, 2003 regarding its third quarter earnings.

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.

ASTRONICS CORPORATION

[redacted]

(Registrant)

Date: November 11, 2003

[redacted]

By: /s/ David C. Burney

[redacted]

David C. Burney
Vice President-Finance and Treasurer
(Principal Financial Officer)

<u>**EXHIBIT 11**</u>

COMPUTATION OF PER SHARE EARNINGS

	(in thousands, except for per share data) Nine Months Ended September 27	
	2003	2002
Income from continuing operations	$ 240	$ 3,442
Discontinued operations	312	530
Net income	$ 552	$ 3,972
Basic earnings per share weighted average shares	7,768	8,080
Net effect of dilutive stock options	56	193
Diluted earnings per share weighted average shares	7,824	8,273
Basic earnings per share:		
Continuing operations	$ .03	$ .43
Discontinued operations	.04	.06
Net income	$ .07	$ .49
Diluted earnings per share:		
Continuing operations	$ .03	$ .42
Discontinued operations	.04	.06
Net income	$ .07	$ .48

Exhibit 32

SECTION 906 CERTIFICATION

Certification Pursuant to Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the quarterly report on of Astronics Corporation. (the "Company") on Form 10-Q for the period ended September 27, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Peter J. Gundermann and David C. Burney, Chief Executive and Chief Financial Officers of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, :

(1) The Report fully complies with the requirements of Section 13(a) and 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company

Dated: November 11, 2003	/s/ Peter J. Gundermann [redacted] Peter J. Gundermann Title: Chief Executive Officer
Dated: November 11, 2003	/s/ David C. Burney [redacted] David C. Burney Title: Chief Financial Officer

Exhibit 31.1

SECTION 302 CERTIFICATION

I, Peter J. Gundermann, President and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Astronics Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

    a. Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b. Evaluated the effectiveness of the registrant's disclosure controls and procedures presented in this report our conclusions about effectiveness of the disclosure controls and procedures, as of the end of the period covered this based on such evaluation; and

    c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies in the design or operation of internal control which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in the quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 11, 2003

/s/ Peter J. Gundermann

[redacted]

Peter J. Gundermann

President and Chief Executive Officer

Exhibit 31.2

SECTION 302 CERTIFICATION

I, David C. Burney, Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Astronics Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

    a. Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b. Evaluated the effectiveness of the registrant's disclosure controls and procedures presented in this report our conclusions about effectiveness of the disclosure controls and procedures, as of the end of the period covered this based on such evaluation; and

    c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies in the design or operation of internal control which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in the quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 11, 2003

/s/ David C. Burney

[redacted]

David C. Burney

Chief Financial Officer