FORM 4

Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)								1			
1. Name and Address of Reporting Pers KEANE KEVIN T	2. Issuer Name an ASTRONICS CO			ling Sym	bol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner					
(Last) (First) 1801 ELMWOOD AVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2010						Officer (give title below) Other (specify below)			
(Street) BUFFALO, NY 14207	4. If Amendment, I	Date Origina	al File	ed(Month/E	ay/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State)	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)	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		of	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
\$.01 PV Com Stk								183,753	D		
\$.01 PV Cl B Stk								659,542	D		
\$.01 PV Com Stk								58,879	Ι	By Spouse (1)	
\$.01 PV Cl B Stk								45,754	Ι	By Spouse (<u>1)</u>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)													
Security (Instr. 3)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	tion)	of	tive ties red red	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Titl Amou Under Secur (Instr.	nt of lying ities 3 and 4)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option	\$ 8.177							01/25/2003	01/25/2012	\$.01 PV Com Stk	4,936	4,936	D	
Option	\$ 8.177							01/25/2003	01/25/2012	\$.01 PV Cl B Stk	1,234	1,234	D	
Option	\$ 4.262							07/24/2003	01/24/2013	\$.01 PV Com Stk	55,912	55,912	D	
Option	\$ 4.262							07/24/2003	01/24/2013	\$.01 PV Cl B Stk	13,978	13,978	D	
Option	\$ 4.392							08/19/2004	02/19/2014	\$.01 PV Com Stk	27,300	27,300	D	
Option	\$ 4.392							08/19/2004	02/19/2014	\$.01 PV	6,825	6,825	D	

								Cl B Stk					
Option	\$ 4.072					06/14/2005	12/14/2014	\$.01 PV Com Stk	29,500		29,500	D	
Option	\$ 4.072					06/14/2005	12/14/2014	\$.01 PV Cl B Stk	7,375		7,375	D	
Option	\$ 10.728					09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000		5,000	D	
Option	\$ 10.728					09/06/2006	03/06/2016	\$.01 PV Cl B Stk	1,250		1,250	D	
Option	\$ 14.08					09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000		5,000	D	
Option	\$ 14.08					09/20/2007	03/20/2017	\$.01 PV Cl B Stk	1,250		1,250	D	
Option	\$ 15.288					09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500		2,500	D	
Option	\$ 15.288					09/20/2008	03/20/2018	\$.01 PV Cl B Stk	625		625	D	
Option	\$ 7.4					09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000		4,000	D	
Option (2)	\$ 8.83	03/02/2010	А	5,0	000	09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000	\$ 8.83	5,000	D	

Reporting Owners

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
KEANE KEVIN T 1801 ELMWOOD AVE BUFFALO, NY 14207	Х	Х							

Signatures

/s/David C. Burney, as Power of Attorney for Kevin T. Keane	03/03/2010
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.