FORM 4

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

| Instru | ction 1(b). | | | | | , | | - | | | | | | |
|--|-------------------------|---|--|--|--|--------------------------|--------------------------------------|---|--------------|--|--------------------------------------|--|--|-----------------------------------|
| Print or Ty | pe Response | es) | | | | | | | | | | | | |
| | nd Address o KEVIN T | of Reporting Perso | 2. Issuer Name ASTRONICS | | | ding Sym | bol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner | | | | | | |
| (Last) (First) (Middle) 1801 ELMWOOD AVE | | | | 3. Date of Earlie 02/28/2011 | st Transacti | on (Mo | nth/Day/\ | (ear) | | give title below) | | her (specify be | low) | |
| BUFFAL | O, NY 142 | (Street) | 4. If Amendmen | t, Date Orig | inal Fil | ed(Month/D | 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) (Zip) | | | | | Table I - N | on-Der | ivative So | ecurities | Acqu | uired, Disposo | ed of, or Be | eneficially O | vned | |
| 1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) | | 2A. Deemed Execution Date, any (Month/Day/Ye | if Code (Instr. 8 | | | ties Acquisposed 4 and 5 | of | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | | Form: | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | Code | V | Amount | (D) | Price | | | | Instr. 4) | |
| \$.01 PV (| | | | | | | | | | 183,753 | | | D | |
| \$.01 PV (| Cl B Stk | | | | | | | | | 659,542 | |] | D | |
| \$.01 PV (| Com Stk | | | | | | | | | 58,879 | |] | | By Spouse |
| \$.01 PV (| Cl B Stk | | | | | | | | | 45,754 | |] | | By Spouse |
| Reminder | Report on a | senarate line for e | ach class of securit | ies beneficially o | wned direct | ly or in | directly | | | | | L | | |
| reminder. | report on u | separate fine for e | activities of security | es denenieum (| whod direct | Pers | ons who | this fo | rm ar | the collecti re not requir ently valid O | ed to resp | ond unless | | 1474 (9-02) |
| | | | | Derivative Secur | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | Conversion | 3. Transaction Date (Month/Day/Yea | 3A. Deemed Execution Date, r) (Month/Day/Yea | if Transaction Code ar) (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, | Expira | e Exercisa tion Date n/Day/Yea | | A U Se | amount of Inderlying | Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction ((Instr. 4) | Owners: Form of Derivati Security Direct (I or Indire | Benefici Ownersl (Instr. 4) |

| | Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code | tion) | | tive ties red | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | Amount of Underlying | | Derivative Security (Instr. 5) | 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 | D | |
| Option | \$ 4.072 | | | | 06/14/2005 | 12/14/2014 | \$.01 PV Cl B Stk | | 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 | 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 | \$ 8.83 | | | | 09/02/2010 | 03/02/2020 | \$.01 PV Com Stk 5,000 | | 5,000 | D | |
| Option (2) | \$ 21.56 | 02/28/2011 | A | 2,500 | 08/28/2011 | 02/28/2021 | \$.01 PV Com Stk 2,500 | \$ 21.56 | 2,500 | D | |

Reporting Owners

| D (1 0 N / 11) | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| KEANE KEVIN T | | | | | | | | |
| 1801 ELMWOOD AVE | X | X | | | | | | |
| BUFFALO, NY 14207 | | | | | | | | |

Signatures

| /s/David C. Burney, as Power of Attorney for Kevin T. Keane | 03/01/2011 |
|---|------------|
| **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.