

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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

## 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. Name and Address of Reporting Person * <b>KRAMER JAMES S</b>			2. Issuer Name and Ticker or Trading Symbol <b>ASTRONICS CORP [ATRO]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>VP Luminescent Systems, Inc.</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/06/2011</b>					
130 COMMERCE WAY								
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
EAST AURORA, NY 14052								
(City)			(State)			(Zip)		

**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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
\$.01 PV Common Stock	05/06/2011		S		5,000	D	\$ 25.79	69,822	D	
\$.01 PV Class B Stock								60,635	D	
\$.01 PV Common Stock								220	I	By Spouse (1)
\$.01 PV Class B Stock								157	I	By Spouse (1)

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					
Option	\$ 4.262						01/24/2004	01/24/2013	\$.01 PV Com Stk	5,467	5,467	D	
Option	\$ 4.262						01/24/2004	01/24/2013	\$.01 Cl B Stk	1,367	1,367	D	
Option	\$ 4.392						02/19/2005	02/19/2014	\$.01 PV Com Stk	9,400	9,400	D	
Option	\$ 4.392						02/19/2005	02/19/2014	\$.01 PV Cl B Stk	2,350	2,350	D	
Option	\$ 4.072						12/14/2005	12/14/2014	\$.01 PV Com Stk	10,400	10,400	D	
									\$.01 PV				

Option	\$ 4.072							12/14/2005	12/14/2014	Cl B Stk	2,600		2,600	D	
Option	\$ 5.2							02/18/2006	02/18/2015	\$.01 PV Com Stk	8,750		8,750	D	
Option	\$ 5.2							02/18/2006	02/18/2015	\$.01 PV Cl B Stk	2,187		2,187	D	
Option	\$ 7.864							12/13/2006	12/13/2015	\$.01 PV Com Stk	6,100		6,100	D	
Option	\$ 7.864							12/13/2006	12/13/2015	\$.01 PV Cl B Stk	1,525		1,525	D	
Option	\$ 13.888							12/12/2007	12/12/2016	\$.01 PV Com Stk	4,030		4,030	D	
Option	\$ 13.888							12/12/2007	12/12/2016	\$.01 PV Cl B Stk	1,007		1,007	D	
Option	\$ 31.848							12/19/2008	12/19/2017	\$.01 PV Com Stk	2,010		2,010	D	
Option	\$ 31.848							12/19/2008	12/19/2017	\$.01 PV Cl B Stk	502		502	D	
Option	\$ 7.88							12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800		11,800	D	
Option	\$ 7.87							12/03/2010	12/03/2019	\$.01 PV Com Stk	11,750		11,750	D	
Option	\$ 21.26							12/02/2011	12/02/2020	\$.01 PV Com Stk	4,400		4,400	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER JAMES S 130 COMMERCE WAY EAST AURORA, NY 14052			VP Luminescent Systems, Inc.	

## Signatures

/s/David C. Burney, as Power of Attorney for James S. Kramer		05/09/2011
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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. Kramer disclaims any beneficial interest in the shares owned by his wife.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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