

# 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 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<br><b>BOUSHIE RAYMOND W</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>ASTRONICS CORP [ATRO]</b>             |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |  |
| (Last)<br>124 LAUREL LANE   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/16/2011                          |  |  |   |  |  |
| (Street)<br>PONTE VEDRA BEACH, FL 32082                             |         |          | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| (City)  | (State) | (Zip)    | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |   |  |  |

| 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 Com Stk                |                                      |  |                                |   |   |            |       | 5,000   | D  |   |
| \$.01 PV CLASS B STOCK          | 08/16/2011                           |  | J                              |   | 725   | (U)        | A     | \$ 0  | 2,975  | D   |

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)**

| 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Option (2)                                 | \$ 12.8  | 08/16/2011                           |  | J                              | 0   | 09/20/2007   | 03/20/2017      | \$.01 PV Com Stk  | 5,000                      | \$ 12.8                                    | 5,000  | D  |  |
| Option (2)                                 | \$ 12.8  | 08/16/2011                           |  | J                              | 625   | 09/20/2007   | 03/20/2017      | \$.01 PV CL B STK   | 1,875                      | \$ 12.8                                    | 1,875  | D  |  |
| Option (2)                                 | \$ 13.9  | 08/16/2011                           |  | J                              | 0   | 09/20/2008   | 03/20/2018      | \$.01 PV Com Stk  | 2,500                      | \$ 13.9                                    | 2,500  | D  |  |
| Option (2)                                 | \$ 13.9  | 08/16/2011                           |  | J                              | 312   | 09/20/2008   | 03/20/2018      | \$.01 PV CL B STK   | 937                        | \$ 13.9                                    | 937  | D  |  |
| Option (2)                                 | \$ 6.73  | 08/16/2011                           |  | J                              | 0   | 09/05/2009   | 03/05/2019      | \$.01 PV Com Stk  | 4,000                      | \$ 6.73                                    | 4,000  | D  |  |
| Option (2)                                 | \$ 6.73  | 08/16/2011                           |  | J                              | 400   | 09/05/2009   | 03/05/2019      | \$.01 PV CL B Stk   | 400                        | \$ 6.73                                    | 400  | D  |  |
| Option (2)                                 | \$ 8.03  | 08/16/2011                           |  | J                              | 0   | 09/02/2010   | 03/02/2020      | \$.01 PV Com Stk  | 5,000                      | \$ 8.03                                    | 5,000  | D  |  |
| Option (2)                                 | \$ 8.03  | 08/16/2011                           |  | J                              | 500   | 09/20/2010   | 03/02/2020      | \$.01 PV CL B Stk   | 500                        | \$ 8.03                                    | 500  | D  |  |

|               |         |            |  |   |     |            |            |                         |       |         |       |   |  |
|---------------|---------|------------|--|---|-----|------------|------------|-------------------------|-------|---------|-------|---|--|
| Option<br>(2) | \$ 19.6 | 08/16/2011 |  | J | 0   | 08/28/2011 | 02/28/2021 | \$.01<br>PV<br>Com      | 2,500 | \$ 19.6 | 2,500 | D |  |
| Option<br>(2) | \$ 19.6 | 08/16/2011 |  | J | 250 | 08/28/2011 | 02/28/2011 | \$.01<br>PV CL<br>B Stk | 250   | \$ 19.6 | 250   | D |  |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BOUSHIE RAYMOND W<br>124 LAUREL LANE<br>PONTE VEDRA BEACH, FL 32082 | X             |           |         |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/David C. Burney as Power of Attorney for Raymond W. Boushie |  | 08/18/2011          |
| <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) Shares issued pursuant to a one-for-ten distribution of Class B Stock to holders of both Common and Class B Stock on the record date of August 16, 2011.

(2) Adjusted pursuant to Class B Stock distribution declared by the Board of Directors payable on 8/16/2011 of one share of Class B stock for every ten shares of Common Stock and Class B Stock.

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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