

# 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 KEANE KEVIN T			2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2011					
1801 ELMWOOD AVE			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		
(Street)								
BUFFALO, NY 14207								
(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 Com Stk	12/15/2011		M		4,936	A	\$ 7.43	153,689	D	
\$.01 PV Com Stk	12/15/2011		M		55,912	A	\$ 3.87	209,601	D	
\$.01 PV Com Stk	12/15/2011		M		27,300	A	\$ 3.99	236,901	D	
\$.01 PV Cl B Stk	12/15/2011		M		1,850	A	\$ 7.43	747,370	D	
\$.01 PV Cl B Stk	12/15/2011		M		20,967	A	\$ 3.87	768,337	D	
\$.01 PV Cl B Stk	12/15/2011		M		10,237	A	\$ 3.99	778,574	D	
\$.01 PV Com Stk								58,879	I	By Spouse (I)
\$.01 PV Cl B Stk								56,215	I	By Spouse (I)

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)	
				Code	V		Date Exercisable	Expiration Date						Title
Option	\$ 7.43	12/15/2011		M		4,936	01/25/2003	01/25/2012	\$.01 PV Com Stk	4,936	\$ 7.43	0	D	
Option	\$ 7.43	12/15/2011		M		1,850	01/25/2003	01/25/2012	\$.01 PV Cl B Stk	1,850	\$ 7.43	0	D	
Option	\$ 3.87	12/15/2011		M		55,912	07/24/2003	01/24/2013	\$.01 PV Com Stk	55,912	\$ 3.87	0	D	

Option	\$ 3.87	12/15/2011					20,967	07/24/2003	01/24/2013	\$.01 PV Cl B Stk	20,967	\$ 3.87	0	D
Option	\$ 3.99	12/15/2011					27,300	08/19/2004	02/19/2014	\$.01 PV Com Stk	27,300	\$ 3.99	0	D
Option	\$ 3.99	12/15/2011					10,237	08/19/2004	02/19/2014	\$.01 PV Cl B Stk	10,237	\$ 3.99	0	D
Option	\$ 3.7							06/14/2005	12/14/2014	\$.01 PV Com Stk	29,500		29,500	D
Option	\$ 3.7							06/14/2005	12/14/2014	\$.01 PV Cl B Stk	11,062		11,062	D
Option	\$ 9.75							09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000		5,000	D
Option	\$ 9.75							09/06/2006	03/06/2016	\$.01 PV Cl B Stk	1,875		1,875	D
Option	\$ 12.8							09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000		5,000	D
Option	\$ 12.8							09/20/2007	03/20/2017	\$.01 PV Cl B Stk	1,875		1,875	D
Option	\$ 13.9							09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500		2,500	D
Option	\$ 13.9							09/20/2008	03/20/2018	\$.01 PV Cl B Stk	937		937	D
Option	\$ 6.73							09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000		4,000	D
Option	\$ 6.73							09/05/2009	03/05/2019	\$.01 PV Cl B Stk	400		400	D
Option	\$ 8.03							09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000		5,000	D
Option	\$ 8.03							09/02/2010	03/02/2020	\$.01 PV Cl B Stk	500		500	D
Option	\$ 19.6							08/28/2011	02/28/2021	\$.01 PV Com Stk	2,500		2,500	D
Option	\$ 19.6							08/28/2011	02/28/2021	\$.01 PV Cl B Stk	250		250	D

## Reporting Owners

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

## Signatures

/s/David C. Burney, as Power of Attorney for Kevin T. Keane		12/19/2011
<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. Keane disclaims any beneficial ownership in shares held 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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