FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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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)

Option

Option

Option

Option

Option

\$ 3.7

\$ 9.75

\$ 9.75

\$ 12.8

\$ 12.8

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).			inve	esumen	ı Comp	oany	ACI	1 01 19	40							
(Print or Ty	pe Response	es)															
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) X Director X 10% Owner					
(Last 1801 ELN	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2012									give title below)		her (specify be	elow)				
DUEEAL	4. If Amendment, Date Original Filed(Month/Day/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	O, NY 142	(State)	(Zip)		Ta	able I - I	Non-	-Deri	vative	Securities	Acqui			eneficially Ov			
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if		(Instr. 8)						5. Amount o Beneficially	of Securities Owned Following ransaction(s)		5. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership			
						Cod	e	V	Amour	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)	
\$.01 PV (Com Stk											236,901		1)		
\$.01 PV (Cl B Stk											778,574		1)		
\$.01 PV (Com Stk											58,120]		By Spouse (1)	
\$.01 PV (Cl B Stk											56,215]	[By Spouse	
Reminder:	Report on a	separate line for	each class of securit	Derivative S	Securiti	ies Acqu	tl tired	Personta he fo	ons what ined it orm dis	no respon n this for splays a c	m are currer eficiall	ntly valid O	ed to resp	ond unless		1474 (9-02)	
1 TC-1 C	2	12 T (3A. Deemed	e.g., puts, c								T':1 1	0 D : C	0 N 1	C 10	11 37 4	
1. Title of Derivative Security (Instr. 3)	Conversion	3. Transaction Date (Month/Day/Ye	e, if Transaction of			Ex (M	Expiration Date (Month/Day/Year) Au Unit Se			An Un Sec	mount of nderlying securities (Instr. 5) nstr. 3 and 4) Derivative Security (Instr. 5) O Fig. R. Tr. (In		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction ((Instr. 4)	Owners Form of Derivati Security Direct (or Indire	Ownershi (Instr. 4) D) ect		
				Code	V	(A) (D		ate xercis		Expiration Date	Tit	Amount or Number of Shares					
Option	\$ 3.7						06	5/14/	2005	12/14/201	\$.0 14 P			29,500	D		

Stk \$.01 PV

Cl B Stk \$.01 PV

Com Stk \$.01 PV

C1 B Stk \$.01 PV

Com Stk \$.01 PV 11,062

5,000

1,875

5,000

11,062

5,000

1,875

5,000

1,875

D

D

D

D

D

06/14/2005 12/14/2014

09/06/2006 03/06/2016

09/06/2006 03/06/2016

09/20/2007 03/20/2017

09/20/2007 03/20/2017

							Cl B Stk				
Option	\$ 13.9				09/20/2008	03/20/2018	\$.01	00	2,500	D	
Option	\$ 13.9				09/20/2008	03/20/2018	\$.01 PV Cl B Stk	7	937	D	
Option	\$ 6.73				09/05/2009	03/05/2019	\$.01 PV Com Stk	00	4,000	D	
Option	\$ 6.73				09/05/2009	03/05/2019	\$.01 PV Cl B Stk	0	400	D	
Option	\$ 8.03				09/02/2010	03/02/2020	\$.01 PV Com Stk	00	5,000	D	
Option	\$ 8.03				09/02/2010	03/02/2020	\$.01 PV Cl B Stk	0	500	D	
Option	\$ 19.6				08/28/2011	02/28/2021	\$.01 PV Com Stk 2,50	00	2,500	D	
Option	\$ 19.6				08/28/2011	02/28/2021	\$.01 PV Cl B Stk	0	250	D	
Option (2)	\$ 34.49	02/28/2012	A	3,000	08/28/2012	02/28/2022	\$.01 PV Com Stk 3,00	00 \$ 34.49	3,000	D	

Reporting Owners

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

Signatures



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.

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

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.