FORM 4 Check this box if no

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

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

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)												
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				
1001 ELIMINOOD ALIE				3. Date of Earliest Transaction (Month/Day/Year) 03/03/2014						Officer (give title below) Other (specify below)				
(Street) BUFFALO, NY 14207				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(City	<i>i</i>)	(State)	(Zip)	Т	able I - No	n-Der	ivative So	ecurities	Acqu	ired, Dispos	ed of, or Be	eneficially O	wned	
1.Title of S (Instr. 3)	Security	1	2. Transaction Date Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Yea	(Instr. 8)		4. Securi (A) or D (D) (Instr. 3,	4 and 5) (A) or		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)	
\$.01 PV (Com Stk									43,572			D	
\$.01 PV (Cl B Stk									1,132,383			D	
\$.01 PV (Com Stk									58,120			I	By Spouse
\$.01 PV (Cl B Stk									99,662			I	By Spouse
Damindar	Danart on a	congrata lina for a	ach class of securit	ias banafiaially ay	unad diraat	lv or in	diractly							
Kemmder.	Report on a	separate fine for ea	cii ciass oi securi	ics beneficially ov	viicu uncci	Pers cont	ons who	this for	m are	the collecti e not requir ntly valid O	ed to resp	ond unles	s	1474 (9-02)
				Derivative Securi e.g., puts, calls, w						lly Owned				
1. Title of 2. 3. Transaction 3A. Deemed		4. 5. Number 6. Transaction of E. Code Derivative (N		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. An Un Se	Title and mount of inderlying ecurities nstr. 3 and 4) 8. Price of 9. Derivative Security (Instr. 5) 9. Over 1. Security For Retails of the price of price		Derivative Securities Beneficially Owned Following Reported	Derivative ecurities Form of Derivative Security ollowing Direct (Insported fransaction(s) (I)			

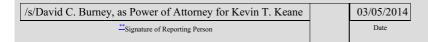
ire ect ial hip Amount Date Expiration Title Number Exercisable Date Code V (A) (D) Shares \$.01 PV \$ 7.07 09/06/2006 03/06/2016 5,000 D Option 5,000 Com Stk \$.01 PV 4,487 09/06/2006 03/06/2016 D Option \$ 7.07 4,487 Cl B Stk \$.01 PV Option \$ 9.28 09/20/2007 03/20/2017 5,000 5,000 D Com Stk \$.01 PV 09/20/2007 03/20/2017 \$ 9.28 4,487 Option 4,487 D Cl B Stk \$.01 PV \$ 10.08 09/20/2008 03/20/2018 Option 2,500 2,500 D Com Stk \$.01 PV 09/20/2008 03/20/2018 Option \$ 10.08 2,244 D

							Cl B Stk				
Option	\$ 4.88				09/05/2009	03/05/2019	\$.01 PV Com Stk	000	4,000	D	
Option	\$ 4.88				09/05/2009	03/05/2019	\$.01 PV C1 B Stk 2,0	072	2,072	D	
Option	\$ 5.82				09/02/2010	03/02/2020	\$.01 PV Com Stk	000	5,000	D	
Option	\$ 5.82				09/02/2010	03/02/2020	\$.01 PV Cl B Stk 2,5	590	2,590	D	
Option	\$ 14.2				08/28/2011	02/28/2021	\$.01 PV Com Stk 2,5	500	2,500	D	
Option	\$ 14.2				08/28/2011	02/28/2021	\$.01 PV C1 B Stk	296	1,296	D	
Option	\$ 24.99				08/28/2012	02/28/2022	\$.01 PV Com Stk	000	3,000	D	
Option	\$ 24.99				08/28/2012	02/28/2022	\$.01 PV Cl B Stk	40	1,140	D	
Option	\$ 23.08				08/22/2013	02/22/2023	\$.01 PV Com Stk 3,0	000	3,000	D	
Option	\$ 23.08				08/22/2013	02/22/2023	\$.01 PV Cl B Stk	00	600	D	
Option	\$ 65.36	03/03/2014	A ⁽²⁾	2,000	09/03/2014	03/03/2024	\$.01 PV Com Stk 2,0	\$ 65.36	2,000	D	

Reporting Owners

D (1 0 N /A)	Relationships							
Reporting Owner Name / Address	Director	ector 10% Owner Offi		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, 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.