

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

[] 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response.....0.5

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
KEANE KEVIN T.			ASTRONICS CORPORATION (ATRO)				<input checked="" type="checkbox"/> Director		<input type="checkbox"/> 10% Owner			
							<input checked="" type="checkbox"/> Officer (give title below)		<input type="checkbox"/> Other (specify below)		Chairman	
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Day/Year			7. Individual or Joint/Group Filing (Check Applicable Line)				
1801 Elmwood Avenue					December 26, 2002							
(Street)					5. If Amendment, Date of Original (Month/Day/Year)			<input checked="" type="checkbox"/> Form filed by One Reporting Person				
Buffalo, NY 14207								<input type="checkbox"/> Form filed by More than One Reporting Person				
(City) (State) (Zip)			Table I 1/4 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					
S.01 Par Value Common Stock	12/23/02		G		21,954	D		259,491	D			
S.01 Par Value Class B Stock								486,473	D			
S01 Par Value Common Stock								58,879	I	*By Spouse		
S.01 Par Value Class B Stock								24,828	I	*By Spouse		

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

* If the form is filed by more than one reporting person see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Over)
SEC 1474 (9-02)

1 of 2

FORM 4 (continued)		Table II 1/4 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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option**	\$7.05							01/18/00	01/18/04	S.01 PV Com Stk	16,500		16,500	D	
Option**	\$7.05							01/18/00	01/18/04	S.01 PV Cl B Stk	6,187		6,187	D	
Option**	\$8.40							01/18/01	01/18/05	S.01 PV Com Stk	15,300		15,300	D	
Option**	\$8.40							01/18/01	01/18/05	S.01 PV Cl B Stk	5,737		5,737	D	
Option**	\$16.76							04/26/02	04/26/06	S.01 PV Com Stk	11,960		11,960	D	
Option**	\$16.76							04/26/02	04/26/06	S.01 PV Cl B Stk	2,990		2,990	D	
Option**	\$15.24							04/26/02	04/26/06	S.01 PV Com Stk	2,240		2,240	D	
Option**	\$15.24							04/26/02	04/26/06	S.01 PV Cl B Stk	560		560	D	
Option**	\$12.87							01/25/03	01/25/07	S.01 PV Com Stk	11,927		11,927	D	

Option**	\$11.70					01/25/03	01/25/07	S.01 PV Com Stk	3,973		3,973	D
----------	---------	--	--	--	--	----------	----------	-----------------	-------	--	-------	---

Explanation of Responses:

*Mr. Keane disclaims any beneficial interest in the shares held by his wife.

**Options granted pursuant to Stock Option Plan

/s/ C. Anthony Rider, as Power of Attorney for
KEVIN T. KEANE

December 26, 2002

[Redacted Signature]

[Redacted Date]

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Reporting Person

Date

C. Anthony Rider, as Power of Attorney for
KEVIN T. KEANE

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.