

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 checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman	
(Last) (First) (Middle) 1801ELMWOOD AVE		3. Date of Earliest Transaction (Month/Day/Year) 01/19/2006			
(Street) BUFFALO, NY 14207		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	
(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 Par Value Common Stock	01/19/2006		S		600	D	\$ 10.10	176,691	D	
\$.01 Par Value Common Stock	01/19/2006		S		99	D	\$ 10.12	176,592	D	
\$.01 Par Value Common Stock	01/19/2006		S		99	D	\$ 10.13	176,592	D	
\$.01 Par Value Common Stock	01/19/2006		S		100	D	\$ 10.31	176,493	D	
\$.01 Par Value Common Stock	01/19/2006		S		100	D	\$ 10.45	176,293	D	
\$.01 Par Value Common Stock	01/19/2006		S		2	D	\$ 10.50	176,291	D	
\$.01 Par Value Class B Stock								486,476	D	
\$.01 Par Value Common Stock								58,879	I	By Spouse (U)
\$.01 Par Value Class B Stock								24,828	I	By Spouse (U)

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option	\$ 13.492							04/26/2002	04/26/2006	\$.01 PV Com Stk	14,860		14,860	D	
Option	\$ 13.492							04/26/2002	04/26/2006	\$.01 PV Cl B Stk	3,715		3,715	D	
Option	\$ 12.266							04/26/2002	04/26/2011	\$.01 PV Cl B Stk	696		696	D	
Option	\$ 12.266							04/26/2002	04/26/2011	\$.01 PV Com Stk	2,783		2,783	D	
Option	\$ 11.244							01/25/2003	01/25/2007	\$.01 PV Com Stk	14,819		14,819	D	
Option	\$ 10.221							01/25/2003	01/25/2012	\$.01 PV Com Stk	4,936		4,936	D	
Option	\$ 5.328							07/24/2003	01/24/2012	\$.01 PV Com Stk	55,912		55,912	D	
Option	\$ 5.49							07/19/2004	07/19/2013	\$.01 PV Com Stk	27,300		27,300	D	
Option	\$ 5.09							06/14/2005	12/14/2014	\$.01 PV Com Stk	29,500		29,500	D	

Reporting Owners

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

Signatures

/s/Daniel J. Geary, as Power of Attorney for Kevin T. Keane 01/23/2006
Signature of Reporting Person Date

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.

Remarks:

RE: Letter from Merrill Lynch - 1/19/2006

Dear Mr. Keane: We are writing to inform you of corrective measures taken by us in connection with your Rule 10b5-1 Plans, dated February 15, 2005 (Plans). Pursuant to the Plans, sell orders for 1 of Mod-

Pac Corporation stock should have been executed on January 18, 2006. The orders were not executed because of a broker error. A trade correction for each security was executed on January 19, 2006. The price for Mod-Pac Corporation is \$11.74. We apologize for any inconvenience this may have caused. Sincerely, John Wilson, Administrative Manager, Merrill Lynch

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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