

# 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 <b>KEANE KEVIN T</b>		2. Issuer Name and Ticker or Trading Symbol <b>ASTRONICS CORP [ATRO]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>10/17/2008</b>		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
1801 ELMWOOD AVE			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street) <b>BUFFALO, NY 14207</b>					
(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							183,753	D		
\$.01 PV Cl B Stk	10/17/2008		J		168,659	A	\$ 0	659,542	D	
\$.01 PV Com Stk							58,879	I	By Spouse (2)	
\$.01 PV Cl B Stk	10/17/2008		J		20,926	A	\$ 0	45,754	I	By Spouse (2)

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
Option (3)	\$ 8.177	10/17/2008		J		0		01/25/2003	01/25/2012	\$.01 PV Com Stk	4,936	\$ 8.177	4,936	D	
Option (3)	\$ 8.177	10/17/2008		J		1,234		01/25/2003	01/25/2012	\$.01 PV Cl B Stk	1,234	\$ 8.177	1,234	D	
Option (3)	\$ 4.262	10/17/2008		J		0		07/24/2003	01/24/2013	\$.01 PV Com Stk	55,912	\$ 4.262	55,912	D	
Option (3)	\$ 4.262	10/17/2008		J		13,978		07/24/2003	01/24/2013	\$.01 PV Cl B Stk	13,978	\$ 4.262	13,978	D	
Option (3)	\$ 4.392	10/17/2008		J		0		08/19/2004	02/19/2014	\$.01 PV Com Stk	27,300	\$ 4.392	27,300	D	
Option										\$.01 PV					

(3)	\$ 4.392	10/17/2008		J	6,825	08/19/2004	02/19/2014	Cl B Stk	6,825	\$ 4.392	6,825	D	
Option (3)	\$ 4.072	10/17/2008		J	0	06/14/2005	12/14/2014	\$.01 PV Com Stk	29,500	\$ 4.072	29,500	D	
Option (3)	\$ 4.072	10/17/2008		J	7,375	06/14/2005	12/14/2014	\$.01 PV Cl B Stk	7,375	\$ 4.072	7,375	D	
Option (3)	\$ 10.728	10/17/2008		J	0	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000	\$ 10.728	5,000	D	
Option (3)	\$ 10.728	10/17/2008		J	1,250	09/06/2006	03/06/2016	\$.01 PV Cl B Stk	1,250	\$ 10.728	1,250	D	
Option (3)	\$ 14.08	10/17/2008		J	0	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000	\$ 14.08	5,000	D	
Option (3)	\$ 14.08	10/17/2008		J	1,250	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	1,250	\$ 14.08	12.50	D	
Option (3)	\$ 15.288	10/17/2008		J	0	09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500	\$ 15.288	2,500	D	
Option (3)	\$ 15.288	10/17/2008		J	625	09/20/2008	03/20/2018	\$.01 PV Cl B Stk	625	\$ 15.288	625	D	

## Reporting Owners

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

## Signatures

/s/David C. Burney, as Power of Attorney for Kevin T. Keane	10/20/2008
<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) Shares issued pursuant to a one-for-four distribution of Class B Stock to holders of both Common and Class B Stock on the record date of October 6, 2008.

(2) Mr. Keane disclaims any beneficial ownership in shares held by his wife.

(3) Adjusted pursuant to Class B stock distribution declared by the Board of Directors payable on 10/17/2008 of one share of Class B Stock for every four shares of Common Stock and Class B Stock.

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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