

# FORM 4

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

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

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 type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2012			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) BUFFALO, NY 14207			(City)			(State)		
(Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	03/12/2012		S		9,022	D	\$ 33.55	209,379	D	
\$.01 PV Cl B Stk								778,574	D	
\$.01 PV Com Stk								58,120	I	By Spouse (1)
\$.01 PV Cl B Stk								56,215	I	By Spouse (1)

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

SEC 1474 (9-02)

**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.**

**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)
						Date Exercisable	Expiration Date					
Option	\$ 3.7					06/14/2005	12/14/2014	\$.01 PV Com Stk	29,500	29,500	D	
Option	\$ 3.7					06/14/2005	12/14/2014	\$.01 PV Cl B Stk	11,062	11,062	D	
Option	\$ 9.75					09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000	5,000	D	
Option	\$ 9.75					09/06/2006	03/06/2016	\$.01 PV Cl B Stk	1,875	1,875	D	
Option	\$ 12.8					09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000	5,000	D	
								\$.01				

Option	\$ 12.8						09/20/2007	03/20/2017	PV Cl B Stk	1,875		1,875	D	
Option	\$ 13.9						09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500		2,500	D	
Option	\$ 13.9						09/20/2008	03/20/2018	\$.01 PV Cl B Stk	937		937	D	
Option	\$ 6.73						09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000		4,000	D	
Option	\$ 6.73						09/05/2009	03/05/2019	\$.01 PV Cl B Stk	400		400	D	
Option	\$ 8.03						09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000		5,000	D	
Option	\$ 8.03						09/02/2010	03/02/2020	\$.01 PV Cl B Stk	500		500	D	
Option	\$ 19.6						08/28/2011	02/28/2021	\$.01 PV Com Stk	2,500		2,500	D	
Option	\$ 19.6						08/28/2011	02/28/2021	\$.01 PV Cl B Stk	250		250	D	
Option	\$ 34.49						08/28/2012	02/28/2022	\$.01 PV Com Stk	3,000		3,000	D	

## Reporting Owners

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

## Signatures

/s/David C. Burney, as Power of Attorney for Kevin T. Keane	03/13/2012
<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) Mr. Keane disclaims any beneficial ownership in shares held by his wife.

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.