FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 [*] BURNEY DAVID C	2. Issuer Name **and** Ticker or Trading Symbol ASTRONICS CORP [ATRO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 130 COMMERCE WAY	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2012	___ Director ___ 10% Owner X Officer (give title below) ___ Other (specify below) VP-FINANCE, TREASURER
(Street) EAST AURORA, NY 14052	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ 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 PV COMMON STOCK								16,534	D	
$.01 PV CLASS B STOCK	10/29/2012		J[(1)]		4,180	A	$ 0	15,518	D	

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

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	$ 3.37	10/29/2012		J[(2)]		0		01/24/2004	01/24/2013	$.01 PV COM STK	3,727	$ 3.37	3,727	D	
OPTION	$ 3.37	10/29/2012		J[(2)]		769		01/24/2004	01/24/2013	$.01 PV Cl B Stk	2,166	$ 3.37	2,166	D	
OPTION	$ 3.47	10/29/2012		J[(2)]		0		02/19/2005	02/19/2014	$.01 PV COM STK	9,400	$ 3.47	9,400	D	
OPTION	$ 3.47	10/29/2012		J[(2)]		1,939		02/19/2005	02/19/2014	$.01 PV Cl B Stk	5,464	$ 3.47	5,464	D	
OPTION	$ 3.22	10/29/2012		J[(2)]		0		12/14/2005	12/14/2014	$.01 PV COM STK	10,100	$ 3.22	10,100	D	
OPTION	$ 3.22	10/29/2012		J[(2)]		2,083		12/14/2005	12/14/2014	$.01 PV Cl B Stk	5,870	$ 3.22	5,870	D	
OPTION	$ 4.11	10/29/2012		J[(2)]		0		02/18/2006	02/18/2015	$.01 PV COM STK	8,750	$ 4.11	8,750	D	

OPTION	$ 4.11	10/29/2012		J(2)		1,805	02/18/2006	02/18/2015	$.01 PV Cl B Stk	5,086	$ 4.11	5,086	D	
OPTION	$ 6.22	10/29/2012		J(2)		0	12/13/2006	12/13/2015	$.01 PV COM STK	6,900	$ 6.22	6,900	D	
OPTION	$ 6.22	10/29/2012		J(2)		1,423	12/13/2006	12/13/2015	$.01 PV Cl B Stk	4,010	$ 6.22	4,010	D	
OPTION	$ 10.98	10/29/2012		J(2)		0	12/12/2007	12/12/2016	$.01 PV COM STK	4,610	$ 10.98	4,610	D	
OPTION	$ 10.98	10/29/2012		J(2)		951	12/12/2007	12/12/2016	$.01 PV Cl B Stk	2,680	$ 10.98	2,680	D	
OPTION	$ 25.17	10/29/2012		J(2)		0	12/19/2008	12/19/2017	$.01 PV COM STK	2,210	$ 25.17	2,210	D	
OPTION	$ 25.17	10/29/2012		J(2)		456	12/19/2008	12/19/2017	$.01 PV Cl B Stk	1,285	$ 25.17	1,285	D	
OPTION	$ 6.23	10/29/2012		J(2)		0	12/09/2009	12/09/2018	$.01 PV COM STK	12,690	$ 6.23	12,690	D	
OPTION	$ 6.23	10/29/2012		J(2)		2,094	12/09/2009	12/09/2018	$.01 PV CL B STK	3,363	$ 6.23	3,363	D	
OPTION	$ 6.22	10/29/2012		J(2)		0	12/03/2010	12/03/2019	$.01 PV COM STK	12,710	$ 6.22	12,710	D	
OPTION	$ 6.22	10/29/2012		J(2)		2,097	12/03/2010	12/03/2019	$.01 PV CL B STK	3,368	$ 6.22	3,368	D	
OPTION	$ 16.81	10/29/2012		J(2)		0	12/02/2011	12/02/2020	$.01 PV COM STK	5,000	$ 16.81	5,000	D	
OPTION	$ 16.81	10/29/2012		J(2)		825	12/02/2011	12/02/2020	$.01 PV CL B STK	1,325	$ 16.81	1,325	D	
OPTION	$ 29.77	10/29/2012		J(2)		0	12/01/2012	12/01/2021	$.01 PV COM STK	3,600	$ 29.77	3,600	D	
OPTION	$ 29.77	10/29/2012		J(2)		540	12/01/2012	12/01/2021	$.01 PV CL B STK	540	$ 29.77	540	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 130 COMMERCE WAY EAST AURORA, NY 14052			VP-FINANCE, TREASURER	

Signatures

| /S/DAVID C. BURNEY | | 10/29/2012 |
| 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)   Shares issued pursuant to a three-for-twenty distribution of Class B stock to holders of both Common and Class B stock on the record date of October 29, 2012.

(2)   Adjusted pursuant to Class B Stock distribution declared by the Board of Directors payable on 10/29/2012 of three shares of Class B Stock for every twenty 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.