

ASTRONICS CORP
Form 4
September 20, 2006

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, Section 17(a) of the Public Utility Holding Company Act of 1935 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

(Last) (First) (Middle)
1801ELMWOOD AVE

(Street)

BUFFALO, NY 14207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction
(Month/Day/Year)
09/20/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Price		
\$.01 Par Value Common Stock	09/20/2006		S	554	D \$ 16	178,380	D
\$.01 Par Value Common Stock	09/20/2006		S	96	D \$ 16.01	178,284	D
\$.01 Par Value Common Stock	09/20/2006		S	99	D \$ 16.02	178,185	D

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\$.01 Par Value Common Stock	09/20/2006	S	99	D	\$ 16.03	178,086	D	
\$.01 Par Value Common Stock	09/20/2006	S	99	D	\$ 16.04	177,987	D	
\$.01 Par Value Common Stock	09/20/2006	S	50	D	\$ 16.07	177,937	D	
\$.01 Par Value Common Stock	09/20/2006	S	3	D	\$ 16.09	177,934	D	
\$.01 Par Value Class B Stock						490,887	D	
\$.01 Par Value Common Stock						58,879	I	By Spouse (1)
\$.01 Par Value Class B Stock						24,828	I	By Spouse (1)

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

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(9-02)

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)
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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		Code	V	(A)	(D)	
Option	\$ 11.244					\$.01 PV Com Stk 14,819
Option	\$ 10.221					\$.01 PV Com Stk 4,936
Option	\$ 5.328					\$.01 PV Com Stk 55,912
Option	\$ 5.49					\$.01 PV Com Stk 27,300
Option	\$ 5.09					\$.01 PV Com Stk 29,500
Option	\$ 13.41					\$.01 PV Com Stk 5,000

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

09/20/2006

**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.

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