

ASTRONICS CORP

Form 4

December 16, 2004

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)
12/14/2004

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
\$.01 Par Value Common Stock	12/15/2004		S		1,000	D	\$ 5.01	202,291	D
\$.01 Par Value Class B Stock								486,476	D
\$.01 Par Value Common Stock								58,879	I
									By Spouse <u>(1)</u>

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\$.01 Par			
Value Class	24,828	I	By Spouse
B Stock			(1)

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

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SEC 1474
(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. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	
Option	\$ 6.761					01/18/2001	01/18/2005	\$\$.01 PV Com Stk 19,010
Option	\$ 6.761					01/18/2001	01/18/2005	\$\$.01 PV Cl B Stk 7,128
Option	\$ 13.492					04/26/2002	04/26/2006	\$\$.01 PV Com Stk 14,860
Option	\$ 13.492					04/26/2002	04/26/2006	\$\$.01 PV Cl B Stk 3,715
Option	\$ 12.266					04/26/2002	04/26/2011	\$\$.01 PV Cl B Stk 696
Option	\$ 12.266					04/26/2002	04/26/2011	\$\$.01 PV Com Stk 2,783

Option	\$ 11.244					01/25/2003	01/25/2007	\$.01 PV Com Stk	14,819	
Option	\$ 10.221					01/25/2003	01/25/2012	\$.01 PV Com Stk	4,936	
Option	\$ 5.328					07/24/2003	01/24/2012	\$.01 PV Com Stk	55,912	
Option	\$ 5.49					07/19/2004	07/19/2013	\$.01 PV Com Stk	27,300	
Option	\$ 5.09	12/14/2004		A	29,500	06/14/2005	12/14/2014	\$.01 PV Com Stk	29,500	\$ 5

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/ C. Anthony Rider, as Power of Attorney for Kevin T.
Keane

12/16/2004

__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 interest 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.

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