

KEANE KEVIN T
Form 4
March 03, 2010

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2010

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

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

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

BUFFALO, NY 14207

(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					659,542	D	
\$.01 PV Com Stk					58,879	I	By Spouse (1)
\$.01 PV Cl B Stk					45,754	I	By Spouse (1)

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

**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 Deriva Securi (Instr.
				Code	V	(A)	(D)	
Option	\$ 8.177					01/25/2003	01/25/2012	\$0.01 PV Com Stk 4,936
Option	\$ 8.177					01/25/2003	01/25/2012	\$0.01 PV Cl B Stk 1,234
Option	\$ 4.262					07/24/2003	01/24/2013	\$0.01 PV Com Stk 55,912
Option	\$ 4.262					07/24/2003	01/24/2013	\$0.01 PV Cl B Stk 13,978
Option	\$ 4.392					08/19/2004	02/19/2014	\$0.01 PV Com Stk 27,300
Option	\$ 4.392					08/19/2004	02/19/2014	\$0.01 PV Cl B Stk 6,825
Option	\$ 4.072					06/14/2005	12/14/2014	\$0.01 PV Com Stk 29,500
Option	\$ 4.072					06/14/2005	12/14/2014	7,375

		\$0.01 PV Cl B Stk		
06/2006	03/06/2016	\$0.01 PV Com Stk	5,000	
06/2006	03/06/2016	\$0.01 PV Cl B Stk	1,250	
20/2007	03/20/2017	\$0.01 PV Com Stk	5,000	
20/2007	03/20/2017	\$0.01 PV Cl B Stk	1,250	
20/2008	03/20/2018	\$0.01 PV Com Stk	2,500	
20/2008	03/20/2018	\$0.01 PV Cl B Stk	625	
05/2009	03/05/2019	\$0.01 PV Com Stk	4,000	
02/2010	03/02/2020	\$0.01 PV Com Stk	5,000	\$ 8.

Signatures

/s/David C. Burney, as Power of Attorney for Kevin T.
Keane

03/03/2010

__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.

(2) Granted pursuant to the Company's 2005 Directors Stock Option Plan.

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.