

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

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

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2011

(Check all applicable)

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

BUFFALO, NY 14207

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 Com Stk	11/16/2011		G		10,000	D \$ 0	148,753	D	
\$.01 PV Cl B Stk							745,520	D	
\$.01 PV Com Stk							58,879	I	By Spouse <u>(1)</u>
\$.01 PV Cl B Stk							56,215	I	By Spouse <u>(1)</u>

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 Derivative Security (Instr. 5)
				Code	V	(A)	(D)	
Option	\$ 7.43					01/25/2003	01/25/2012	\$.01 PV Com Stk 4,936
Option	\$ 7.43					01/25/2003	01/25/2012	\$.01 PV Cl B Stk 1,850
Option	\$ 3.87					07/24/2003	01/24/2013	\$.01 PV Com Stk 55,912
Option	\$ 3.87					07/24/2003	01/24/2013	\$.01 PV Cl B Stk 20,967
Option	\$ 3.99					08/19/2004	02/19/2014	\$.01 PV Com Stk 27,300
Option	\$ 3.99					08/19/2004	02/19/2014	\$.01 PV Cl B Stk 10,237
Option	\$ 3.7					06/14/2005	12/14/2014	\$.01 PV Com Stk 29,500

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Option	\$ 3.7	06/14/2005	12/14/2014	\$.01 PV Cl B Stk	11,062
Option	\$ 9.75	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000
Option	\$ 9.75	09/06/2006	03/06/2016	\$.01 PV Cl B Stk	1,875
Option	\$ 12.8	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000
Option	\$ 12.8	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	1,875
Option	\$ 13.9	09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500
Option	\$ 13.9	09/20/2008	03/20/2018	\$.01 PV Cl B Stk	937
Option	\$ 6.73	09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000
Option	\$ 6.73	09/05/2009	03/05/2019	\$.01 PV Cl B Stk	400
Option	\$ 8.03	09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000
Option	\$ 8.03	09/02/2010	03/02/2020	\$.01 PV Cl B Stk	500
Option	\$ 19.6	08/28/2011	02/28/2021		2,500

Option	\$ 19.6	08/28/2011	02/28/2021	\$.01 PV Com Stk \$.01 PV Cl B Stk	250
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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

11/18/2011

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.

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.