ASTRONICS CORP

Form 4

January 03, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and AcKEANE KE		rting Person *	2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction	(Check all applicable)			
1801ELMW	, ,	(**************************************	(Month/Day/Year) 12/20/2006	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman			
	(Street)		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			
BUFFALO, NY 14207				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned			

(City)	(State)	(Zip) Table	e I - Non-D	erivative :	Secur	ities Acqu	uired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities A Transaction(A) or Dispose Code (Instr. 3, 4 and (Instr. 8)		sposed of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
\$.01 Par Value Common Stock	12/20/2006		S	1	D	\$ 16.12	172,933	D	
\$.01 Par Value Common Stock	12/20/2006		S	99	D	\$ 16.13	172,834	D	
\$.01 Par Value Common Stock	12/20/2006		S	100	D	\$ 16.17	172,734	D	

Edgar Filing: ASTRONICS CORP - Form 4

\$.01 Par Value Common Stock	12/20/2006	S	300	D	\$ 16.4	172,434	D	
\$.01 Par Value Common Stock	12/20/2006	S	200	D	\$ 16.42	172,234	D	
\$.01 Par Value Common Stock	12/20/2006	S	200	D	\$ 16.43	172,034	D	
\$.01 Par Value Common Stock	12/20/2006	S	100	D	\$ 16.44	171,934	D	
\$.01 Par Value Class B Stock						490,887	D	
\$.01 Par Value Common Stock						58,879	I	By Spouse
\$.01 Par Value Class B Stock						24,828	I	By Spouse

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 required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative
Security	or Exercise	•	any	Code	of	(Month/Day/Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)
	Derivative				Securities	S	(Instr. 3 and 4)	
	Security				Acquired			
	·				(A) or			
					Disposed			
					of (D)			
					(Instr. 3,			
					4, and 5)			

Edgar Filing: ASTRONICS CORP - Form 4

		Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 11.244					01/25/2005	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	01/24/2013	\$.01 PV Com Stk	55,912
Option	\$ 5.49					08/19/2004	02/19/2014	\$.01 PV Com Stk	27,300
Option	\$ 5.09					06/14/2005	12/14/2014	\$.01 PV Com Stk	29,500
Option	\$ 13.41					09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000

Reporting Owners

Reporting Owner Name / Address				
• •	Director	10% Owner	Officer	Other
KEANE KEVIN T				
1801ELMWOOD AVE	X	X	Chairman	
BUFFALO, NY 14207				

Signatures

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

Keane

**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.

Reporting Owners 3

Edgar Filing: ASTRONICS CORP - Form 4

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.