

KEANE KEVIN T
Form 4
October 20, 2008

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

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)
10/17/2008

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

BUFFALO, NY 14207

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

(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	10/17/2008		J		<u>168,659</u> ⁽¹⁾	A	\$ 0
\$.01 PV Com Stk					58,879	I	By Spouse ⁽²⁾
\$.01 PV Cl B Stk	10/17/2008		J		<u>20,926</u> ⁽¹⁾	A	\$ 0
					45,754	I	By Spouse ⁽²⁾

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 or Value of Derivative Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
<u>Option (3)</u>	\$ 8.177	10/17/2008		J		0		01/25/2003	01/25/2012	\$.01 PV Com Stk	4,936	\$ 8
<u>Option (3)</u>	\$ 8.177	10/17/2008		J		1,234		01/25/2003	01/25/2012	\$.01 PV Cl B Stk	1,234	\$ 8
<u>Option (3)</u>	\$ 4.262	10/17/2008		J		0		07/24/2003	01/24/2013	\$.01 PV Com Stk	55,912	\$ 4
<u>Option (3)</u>	\$ 4.262	10/17/2008		J		13,978		07/24/2003	01/24/2013	\$.01 PV Cl B Stk	13,978	\$ 4
<u>Option (3)</u>	\$ 4.392	10/17/2008		J		0		08/19/2004	02/19/2014	\$.01 PV Com Stk	27,300	\$ 4
<u>Option (3)</u>	\$ 4.392	10/17/2008		J		6,825		08/19/2004	02/19/2014	\$.01 PV Cl B Stk	6,825	\$ 4
<u>Option (3)</u>	\$ 4.072	10/17/2008		J		0		06/14/2005	12/14/2014	\$.01 PV Com Stk	29,500	\$ 4

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Option (3)	Exercise Price	Grant Date	Expiration Date	Underlying	Quantity	Acquired	Terminated	Exercise Price	Option Type	Quantity	Exercise Price
Option (3)	\$ 4.072	10/17/2008		J	7,375	06/14/2005	12/14/2014	\$.01	PV Cl B Stk	7,375	\$ 4
Option (3)	\$ 10.728	10/17/2008		J	0	09/06/2006	03/06/2016	\$.01	PV Com Stk	5,000	\$ 10
Option (3)	\$ 10.728	10/17/2008		J	1,250	09/06/2006	03/06/2016	\$.01	PV Cl B Stk	1,250	\$ 10
Option (3)	\$ 14.08	10/17/2008		J	0	09/20/2007	03/20/2017	\$.01	PV Com Stk	5,000	\$ 14
Option (3)	\$ 14.08	10/17/2008		J	1,250	09/20/2007	03/20/2017	\$.01	PV Cl B Stk	1,250	\$ 14
Option (3)	\$ 15.288	10/17/2008		J	0	09/20/2008	03/20/2018	\$.01	PV Com Stk	2,500	\$ 15
Option (3)	\$ 15.288	10/17/2008		J	625	09/20/2008	03/20/2018	\$.01	PV Cl B Stk	625	\$ 15

Reporting Owners

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

Signatures

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

10/20/2008

**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) Shares issued pursuant to a one-for-four distribution of Class B Stock to holders of both Common and Class B Stock on the record date of October 6, 2008.
- (2) Mr. Keane disclaims any beneficial ownership in shares held by his wife.
- (3) Adjusted pursuant to Class B stock distribution declared by the Board of Directors payable on 10/17/2008 of one share of Class B Stock for every four shares of Common Stock and Class B Stock.

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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