

KEANE KEVIN T
Form 4
March 06, 2009

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)
03/05/2009

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

BUFFALO, NY 14207
(City) (State) (Zip)

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

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(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.

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SEC 1474 (9-02)

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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. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 8.177					01/25/2003	01/25/2012	\$.01 PV Com Stk	4,936
Option	\$ 8.177					01/25/2003	01/25/2012	\$.01 PV Cl B Stk	1,234
Option	\$ 4.262					07/24/2003	01/24/2013	\$.01 PV Com Stk	55,912
Option	\$ 4.262					07/24/2003	01/24/2013	\$.01 PV Cl B Stk	13,978
Option	\$ 4.392					08/19/2004	02/19/2014	\$.01 PV Com Stk	27,300
Option	\$ 4.392					08/19/2004	02/19/2014	\$.01 PV Cl B Stk	6,825
Option	\$ 4.072					06/14/2005	12/14/2014	\$.01 PV Com Stk	29,500
Option	\$ 4.072					06/14/2005	12/14/2014		7,375

Option	\$ 10.728					09/06/2006	03/06/2016					
Option	\$ 10.728					09/06/2006	03/06/2016					
Option	\$ 14.08					09/20/2007	03/20/2017					
Option	\$ 14.08					09/20/2007	03/20/2017					
Option	\$ 15.288					09/20/2008	03/20/2018					
Option	\$ 15.288					09/20/2008	03/20/2018					
Option <u>(2)</u>	\$ 7.4	03/05/2009		A	4,000	09/05/2009	03/05/2019					

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

03/06/2009

__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.