

ASTRONICS CORP  
Form 4  
November 03, 2005

**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**

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

BUFFALO, NY 14207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ASTRONICS CORP [ATRO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/02/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount (A) or (D) Price		
\$.01 Par Value Common Stock	11/02/2005		S		241 D \$ 9.2	D	182,050
\$.01 Par Value Common Stock	11/02/2005		S		99 D \$ 9.22	D	181,951
\$.01 Par Value Common Stock	11/02/2005		S		99 D \$ 9.23	D	181,852

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\$.01 Par Value Common Stock	11/02/2005	S	99	D	\$ 9.24	181,753	D	
\$.01 Par Value Common Stock	11/02/2005	S	265	D	\$ 9.4	181,488	D	
\$.01 Par Value Common Stock	11/02/2005	S	100	D	\$ 9.41	181,388	D	
\$.01 Par Value Common Stock	11/02/2005	S	97	D	\$ 9.42	181,291	D	
\$.01 Par Value Class B Stock						486,476	D	
\$.01 Par Value Common Stock						58,879	I	By Spouse (1)
\$.01 Par Value Class B Stock						24,828	I	By Spouse (1)

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 of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

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						Number of Shares
Option	\$ 13.492	04/26/2002	04/26/2006	\$.01 PV Com Stk		14,860
Option	\$ 13.492	04/26/2002	04/26/2006	\$.01 PV Cl B Stk		3,715
Option	\$ 12.266	04/26/2002	04/26/2011	\$.01 PV Cl B Stk		696
Option	\$ 12.266	04/26/2002	04/26/2011	\$.01 PV Com Stk		2,783
Option	\$ 11.244	01/25/2003	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	01/24/2012	\$.01 PV Com Stk		55,912
Option	\$ 5.49	07/19/2004	07/19/2013	\$.01 PV Com Stk		27,300
Option	\$ 5.09	06/14/2005	12/14/2014	\$.01 PV Com Stk		29,500

## Reporting Owners

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

BUFFALO, NY 14207

## Signatures

/s/ Daniel J. Geary, as Power of Attorney for Kevin T.

Keane

11/03/2005

\_\_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.

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