

KEANE KEVIN T  
Form 4  
November 16, 2005

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
11/16/2005

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
\$.01 Par Value Common Stock	11/16/2005		S		230	D	\$ 9.35	181,061	D
\$.01 Par Value Common Stock	11/16/2005		S		500	D	\$ 9.37	180,561	D
\$.01 Par Value Common Stock	11/16/2005		S		99	D	\$ 9.38	180,462	D

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\$.01 Par Value Common Stock	11/16/2005	S	1	D	\$ 9.4	180,461	D	
\$.01 Par Value Common Stock	11/16/2005	S	99	D	\$ 9.43	180,362	D	
\$.01 Par Value Common Stock	11/16/2005	S	71	D	\$ 9.6	180,291	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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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 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 Number of Shares	
Option	\$ 13.492					04/26/2002 04/26/2006	\$.01 PV 14,860	

							Com Stk	
							\$.01 PV Cl B Stk	
Option	\$ 13.492			04/26/2002	04/26/2006			3,715
							\$.01 PV Cl B Stk	
Option	\$ 12.266			04/26/2002	04/26/2011			696
							\$.01 PV Cl B Stk	
Option	\$ 12.266			04/26/2002	04/26/2011			2,783
							\$.01 PV Com Stk	
Option	\$ 11.244			01/25/2003	01/25/2007			14,819
							\$.01 PV Com Stk	
Option	\$ 10.221			01/25/2003	01/25/2012			4,936
							\$.01 PV Com Stk	
Option	\$ 5.328			07/24/2003	01/24/2012			55,912
							\$.01 PV Com Stk	
Option	\$ 5.49			07/19/2004	07/19/2013			27,300
							\$.01 PV Com Stk	
Option	\$ 5.09			06/14/2005	12/14/2014			29,500
							\$.01 PV Com Stk	

## Reporting Owners

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

## Signatures

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

11/16/2005

\_\_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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