

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 Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2013

(Check all applicable)

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

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	11/15/2013		S		12,750	D \$ 49.51	70,316	D	
\$.01 PV Cl B Stk							1,132,383	D	
\$.01 PV Com Stk							58,120	I	By Spouse <u>(1)</u>
\$.01 PV Cl B Stk							99,662	I	By Spouse <u>(1)</u>

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

SEC 1474
(9-02)

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

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	\$ 7.07							09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000
Option	\$ 7.07							09/06/2006	03/06/2016	\$.01 PV Cl B Stk	4,487
Option	\$ 9.28							09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000
Option	\$ 9.28							09/20/2007	03/20/2017	\$.01 PV Cl B Stk	4,487
Option	\$ 10.08							09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500
Option	\$ 10.08							09/20/2008	03/20/2018	\$.01 PV Cl B Stk	2,244
Option	\$ 4.88							09/05/2009	03/05/2019	\$.01 PV Com	4,000

					Stk	
					\$.01	
Option	\$ 4.88	09/05/2009	03/05/2019	PV Cl B	2,072	
				Stk		
					\$.01	
Option	\$ 5.82	09/02/2010	03/02/2020	PV Com	5,000	
				Stk		
					\$.01	
Option	\$ 5.82	09/02/2010	03/02/2020	PV Cl B	2,590	
				Stk		
					\$.01	
Option	\$ 14.2	08/28/2011	02/28/2021	PV Com	2,500	
				Stk		
					\$.01	
Option	\$ 14.2	08/28/2011	02/28/2021	PV Cl B	1,296	
				Stk		
					\$.01	
Option	\$ 24.99	08/28/2012	02/28/2022	PV Com	3,000	
				Stk		
					\$.01	
Option	\$ 24.99	08/28/2012	02/28/2022	PV Cl B	1,140	
				Stk		
					\$.01	
Option	\$ 23.08	08/22/2013	02/22/2023	PV Com	3,000	
				Stk		
					\$.01	
Option	\$ 23.08	08/22/2013	02/22/2023	PV Cl B	600	
				Stk		

Reporting Owners

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

BUFFALO, NY 14207

Signatures

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

11/18/2013

__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.
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.