

KEANE KEVIN T
Form 4
June 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
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(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)
06/15/2005

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	06/15/2005		S	2	D	\$ 8.38	191,289 D
\$.01 Par Value Common Stock	06/15/2005		S	99	D	\$ 8.4	191,190 D
\$.01 par Value Common Stock	06/15/2005		S	99	D	\$ 8.41	191,091 D

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\$01 Par Value Common Stock	06/15/2005	S	800	D	\$ 8.6	190,291	D	
\$01 Par Value Class B Stock						486,476	D	
\$01 Par Value Common Stock						58,879	I	By Spouse <u>(1)</u>
\$01 Par Value Class B Stock						24,828	I	By Spouse

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 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	696

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

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/ John B. Drenning, as Power of Attorney for Kevin T.
Keane

06/16/2005

__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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