KEANE KEVIN T
Form 4
January 23, 2006

FORM 4

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

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
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
01/19/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	01/19/2006		S		600	D	$ 10.1	176,691	D	
$.01 Par Value Common Stock	01/19/2006		S		99	D	$ 10.12	176,592	D	
$.01 Par Value Common Stock	01/19/2006		S		99	D	$ 10.13	176,592	D	

$.01 Par Value Common Stock	01/19/2006		S	100	D	$ 10.31	176,493	D	
$.01 Par Value Common Stock	01/19/2006		S	100	D	$ 10.45	176,293	D	
$.01 Par Value Common Stock	01/19/2006		S	2	D	$ 10.5	176,291	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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 BUFFALO, NY 14207	X	X	Chairman	

Signatures

/s/Daniel J. Geary, as Power of Attorney for Kevin T. Keane	01/23/2006
**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.

Remarks:

RE: Letter from Merrill Lynch - 1/19/2006

Dear Mr. Keane: We are writing to inform you of corrective measures taken by us in connection with your Rule 10b5-1 Plans
of Mod-Pac Corporation stock should have been executed on January 18, 2006. The orders were not executed because of a bro

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.