

GUNDERMANN PETER J
Form 4
October 18, 2012

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 *
GUNDERMANN PETER J

(Last) (First) (Middle)
130 COMMERCE WAY
(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/18/2012

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)

PRESIDENT/CEO

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)
				(A) or (D) Code V Amount (D) Price			
\$.01 PV COMMON STOCK					49,302	D	
\$.01 PV CLASS B STOCK					154,968	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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. Deemed Execution Date (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 3.87	10/18/2012		M ⁽¹⁾		23,063		01/24/2004	01/24/2013	\$.01 PV COM STK	23,063
OPTION	\$ 3.99	10/18/2012		M ⁽¹⁾		28,050		02/19/2005	02/19/2014	\$.01 PV COM STK	28,050
OPTION	\$ 3.7							12/14/2005	12/14/2014	\$.01 PV COM STK	44,000
OPTION	\$ 3.7							12/14/2005	12/14/2014	\$.01 PV CL B STK	16,500
OPTION	\$ 4.73							02/18/2006	02/18/2015	\$.01 PV COM STK	20,000
OPTION	\$ 4.73							02/18/2006	02/18/2015	\$.01 PV CL B STK	7,500
OPTION	\$ 7.15							12/13/2006	12/13/2015	\$.01 PV COM STK	25,000
OPTION	\$ 7.15							12/13/2006	12/13/2015	\$.01 PV CL B STK	9,375
OPTION	\$ 12.63							12/12/2007	12/12/2016		14,460

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										\$.01 PV COM STK	
OPTION	\$ 12.63			12/12/2007	12/12/2016					\$.01 PV CL B STK	5,422
OPTION	\$ 28.95			12/19/2008	12/19/2017					\$.01 PV COM STK	6,680
OPTION	\$ 28.95			12/19/2008	12/19/2017					\$.01 PV CL B STK	2,505
OPTION	\$ 7.16			12/09/2009	12/09/2018					\$.01 PV COM STK	37,440
OPTION	\$ 7.16			12/09/2009	12/09/2018					\$.01 PV CL B STK	3,744
OPTION	\$ 7.15			12/03/2010	12/03/2019					\$.01 PV COM STK	37,480
OPTION	\$ 7.15			12/03/2010	12/03/2019					\$.01 PV CL B STK	3,748
OPTION	\$ 19.33			12/02/2011	12/02/2020					\$.01 PV COM STK	14,700
OPTION	\$ 19.33			12/02/2011	12/02/2020					\$.01 PV CL B STK	1,470
OPTION	\$ 34.24			12/01/2012	12/01/2021					\$.01 PV COM STK	10,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUNDERMANN PETER J 130 COMMERCE WAY EAST AURORA, NY 14052	X		PRESIDENT/CEO	

Signatures

/S/DAVID C. BURNEY, AS POWER OF ATTORNEY FOR PETER J.
GUNDERMANN

10/18/2012

__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).

These options were transferred by the reporting person to his ex-wife pursuant to a divorce decree and upon exercise of the options the (1) shares were issued to the reporting persons ex-wife. The reporting person disclaims beneficial ownership in the securities issued upon exercise of these options.

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.