

GUNDERMANN PETER J
 Form 4
 October 01, 2012

FORM 4

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

OMB APPROVAL

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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)
 10/01/2012

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)
			Code	V	Amount	(D)	Price
\$.01 PV COMMON STOCK ⁽¹⁾	10/01/2012		A		860	A	\$ 23.76
\$.01 PV CLASS B STOCK							49,302
							154,968

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. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 3.87					01/24/2004	01/24/2013	\$.01 PV COM STK	23,063
OPTION	\$ 3.99					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	9,375

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OPTION	\$ 12.63	12/12/2007	12/12/2016	STK \$.01 PV COM STK	14,460
OPTION	\$ 12.63	12/12/2007	12/12/2016	STK \$.01 PV CL B STK	5,422
OPTION	\$ 28.95	12/19/2008	12/19/2017	STK \$.01 PV COM STK	6,680
OPTION	\$ 28.95	12/19/2008	12/19/2017	STK \$.01 PV CL B STK	2,505
OPTION	\$ 7.16	12/09/2009	12/09/2018	STK \$.01 PV COM STK	37,440
OPTION	\$ 7.16	12/09/2009	12/09/2018	STK \$.01 PV CL B STK	3,744
OPTION	\$ 7.15	12/03/2010	12/03/2019	STK \$.01 PV COM STK	37,480
OPTION	\$ 7.15	12/03/2010	12/03/2019	STK \$.01 PV CL B STK	3,748
OPTION	\$ 19.33	12/02/2011	12/02/2020	STK \$.01 PV COM STK	14,700
OPTION	\$ 19.33	12/02/2011	12/02/2020	STK \$.01 PV CL B STK	1,470
OPTION	\$ 34.24	12/01/2012	12/01/2021	STK \$.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

10/01/2012

__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).
- (1) Acquired shares via exercise of subscription agreement under employee stock purchase plan.

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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