

GUNDERMANN PETER J  
 Form 4  
 December 02, 2011

**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)  
 11/14/2011

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					32,028	D	
\$.01 PV CLASS B STOCK					127,089	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. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
OPTION	\$ 7.43	11/14/2011		M <sup>(1)</sup>		7,222		\$0.01 PV COM STK	7,222	
OPTION	\$ 7.43	11/14/2011		M <sup>(1)</sup>		722		\$0.01 PV CL B STK	722	
OPTION	\$ 3.87						01/24/2004	01/24/2013	\$0.01 PV COM STK	33,547
OPTION	\$ 3.87						01/24/2004	01/24/2013	\$0.01 PV CL B STK	12,579
OPTION	\$ 3.99						02/19/2005	02/19/2014	\$0.01 PV COM STK	40,800
OPTION	\$ 3.99						02/19/2005	02/19/2014	\$0.01 PV CL B STK	15,300
OPTION	\$ 3.7						12/14/2005	12/14/2014	\$0.01 PV COM STK	44,000
OPTION	\$ 3.7						12/14/2005	12/14/2014	\$0.01 PV CL B STK	16,500

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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	\$ .01 PV COM STK	14,460
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		3,748

									\$ .01		
									PV		
									CL B		
									STK		
OPTION	\$ 19.33					12/02/2011	12/02/2020		\$ .01		
									PV		
									COM	14,700	
									STK		
OPTION	\$ 19.33					12/02/2011	12/02/2020		\$ .01		
									PV		
									CL B	1,470	
									STK		

## 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 12/02/2011

\_\_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.