

GUNDERMANN PETER J
 Form 4
 January 02, 2018

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)
 12/28/2017

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	(A) or (D)	Price
\$.01 PV COMMON STOCK	12/28/2017		G		7,200	D	\$ 0
\$.01 PV CLASS B STOCK					531,551	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 of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 3.27					12/09/2009	12/09/2018	\$.01 PV COM STK	35,451
OPTION	\$ 3.27					12/09/2009	12/09/2018	\$.01 PV CL B STK	51,588
OPTION	\$ 3.27					12/03/2010	12/03/2019	\$.01 PV COM STK	37,480
OPTION	\$ 3.27					12/03/2010	12/03/2019	\$.01 PV CL B STK	52,812
OPTION	\$ 8.82					12/02/2011	12/02/2020	\$.01 PV COM STK	14,700
OPTION	\$ 8.82					12/02/2011	12/02/2020	\$.01 PV CL B STK	20,714
OPTION	\$ 15.63					12/01/2012	12/01/2021	\$.01 PV COM STK	10,700
OPTION	\$ 15.63					12/01/2012	12/01/2021	\$.01 PV CL B	12,734

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OPTION	\$ 10.58	11/29/2013	11/29/2022	\$.01 PV COM STK	18,700	STK
OPTION	\$ 10.58	11/29/2013	11/29/2022	\$.01 PV CL B STK	16,912	STK
OPTION	\$ 32.72	12/11/2014	12/11/2023	\$.01 PV COM STK	8,300	STK
OPTION	\$ 32.72	12/11/2014	12/11/2023	\$.01 PV CL B STK	4,872	STK
OPTION	\$ 35.46	12/11/2015	12/11/2024	\$.01 PV COM STK	10,100	STK
OPTION	\$ 35.46	12/11/2015	12/11/2024	\$.01 PV CL B STK	3,257	STK
OPTION	\$ 31.88	12/03/2016	12/03/2025	\$.01 PV COM STK	13,700	STK
Option	\$ 31.88	12/03/2016	12/03/2025	\$.01 PV CL B STK	2,055	STK
Option	\$ 36.52	12/14/2017	12/14/2026	\$.01 PV COM STK	14,460	STK
Option	\$ 40.95	12/12/2018	12/12/2027	\$.01 PV COM STK	26,300	STK

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

GUNDERMANN PETER J
130 COMMERCE WAY X PRESIDENT/CEO
EAST AURORA, NY 14052

Signatures

/S/JULIE DAVIS, AS POWER OF ATTORNEY FOR PETER J.
GUNDERMANN

01/02/2018

__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).

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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