

GUNDERMANN PETER J  
Form 4  
October 29, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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)  
10/29/2012

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 Indirect Beneficial Ownership (Instr. 4)
\$.01 PV COMMON STOCK					49,302	D	
\$.01 PV CLASS B STOCK	10/29/2012		J <sup>(1)</sup>	30,640 A	\$ 0 185,608	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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION	\$ 3.22	10/29/2012		J <sup>(2)</sup>		0		12/14/2005	12/14/2014	\$.01 PV COM STK	17,682	\$ 3
OPTION	\$ 3.22	10/29/2012		J <sup>(2)</sup>		5,127		12/14/2005	12/14/2014	\$.01 PV CL B STK	21,627	\$ 3
OPTION	\$ 4.11	10/29/2012		J <sup>(2)</sup>		0		02/18/2006	02/18/2015	\$.01 PV COM STK	8,450	\$ 4
OPTION	\$ 4.11	10/29/2012		J <sup>(2)</sup>		2,393		02/18/2006	02/18/2015	\$.01 PV CL B STK	9,893	\$ 4
OPTION	\$ 6.22	10/29/2012		J <sup>(2)</sup>		0		12/13/2006	12/13/2015	\$.01 PV COM STK	13,484	\$ 6
OPTION	\$ 6.22	10/29/2012		J <sup>(2)</sup>		3,429		12/13/2006	12/13/2015	\$.01 PV CL B STK	12,804	\$ 6
OPTION	\$ 10.98	10/29/2012		J <sup>(2)</sup>		0		12/12/2007	12/12/2016	\$.01 PV COM STK	9,788	\$ 1
OPTION	\$ 10.98	10/29/2012		J <sup>(2)</sup>		2,282		12/12/2007	12/12/2016	\$.01 PV CL B STK	7,704	\$ 1

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OPTION	\$ 25.17	10/29/2012	J <sup>(2)</sup>	0	12/19/2008	12/19/2017	\$ .01 PV COM STK	6,680	\$ 2
OPTION	\$ 25.17	10/29/2012	J <sup>(2)</sup>	1,378	12/19/2008	12/19/2017	\$ .01 PV CL B STK	3,883	\$ 2
OPTION	\$ 6.23	10/29/2012	J <sup>(2)</sup>	0	12/09/2009	12/09/2018	\$ .01 PV COM STK	37,440	\$ 6
OPTION	\$ 6.23	10/29/2012	J <sup>(2)</sup>	6,178	12/09/2009	12/09/2018	\$ .01 PV CL B STK	9,922	\$ 6
OPTION	\$ 6.22	10/29/2012	J <sup>(2)</sup>	0	12/03/2010	12/03/2019	\$ .01 PV COM STK	37,480	\$ 6
OPTION	\$ 6.22	10/29/2012	J <sup>(2)</sup>	6,184	12/03/2010	12/03/2019	\$ .01 PV CL B STK	9,932	\$ 6
OPTION	\$ 16.81	10/29/2012	J <sup>(2)</sup>	0	12/02/2011	12/02/2020	\$ .01 PV COM STK	14,700	\$ 1
OPTION	\$ 16.81	10/29/2012	J <sup>(2)</sup>	2,426	12/02/2011	12/02/2020	\$ .01 PV CL B STK	3,896	\$ 1
OPTION	\$ 29.77	10/29/2012	J <sup>(2)</sup>	0	12/01/2012	12/01/2021	\$ .01 PV COM STK	10,700	\$ 2
OPTION	\$ 29.77	10/29/2012	J <sup>(2)</sup>	1,605	12/01/2012	12/01/2021	\$ .01 PV CL B STK	1,605	\$ 2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

