

GUNDERMANN PETER J
Form 4
August 18, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

PRESIDENT/CEO

EAST AURORA, NY 14052

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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					30,623	D	
\$.01 PV CLASS B STOCK ⁽¹⁾	08/16/2011		J	14,324	A \$ 0	126,948	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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
<u>OPTION (2)</u>	\$ 7.43	08/16/2011		J		0		01/25/2003	01/25/2012	\$.01 PV COM STK	7,222	\$ 7
<u>OPTION (2)</u>	\$ 7.43	08/16/2011		J		722		01/25/2003	01/25/2012	\$.01 PV CL B STK	722	\$ 7
<u>OPTION (2)</u>	\$ 3.87	08/16/2011		J		0		01/24/2004	01/24/2013	\$.01 PV COM STK	33,547	\$ 3
<u>OPTION (2)</u>	\$ 3.87	08/16/2011		J		4,193		01/24/2004	01/24/2013	\$.01 PV CL B STK	12,579	\$ 3
<u>OPTION (2)</u>	\$ 3.99	08/16/2011		J		0		02/19/2005	02/19/2014	\$.01 PV COM STK	40,800	\$ 3
<u>OPTION (2)</u>	\$ 3.99	08/16/2011		J		5,100		02/19/2005	02/19/2014	\$.01 PV CL B STK	15,300	\$ 3
<u>OPTION (2)</u>	\$ 3.7	08/16/2011		J		0		12/14/2005	12/14/2014	\$.01 PV COM STK	44,000	\$
<u>OPTION (2)</u>	\$ 3.7	08/16/2011		J		5,500		12/14/2005	12/14/2014	\$.01 PV CL B STK	16,500	\$

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<u>OPTION</u> (2)	\$ 4.73	08/16/2011	J	0	02/18/2006	02/18/2015	\$.01 PV COM STK	20,000	\$ 4
<u>OPTION</u> (2)	\$ 4.73	08/16/2011	J	2,500	02/18/2006	02/18/2015	\$.01 PV CL B STK	7,500	\$ 4
<u>OPTION</u> (2)	\$ 7.15	08/16/2011	J	0	12/13/2006	12/13/2015	\$.01 PV COM STK	25,000	\$ 7
<u>OPTION</u> (2)	\$ 7.15	08/16/2011	J	3,125	12/13/2006	12/13/2015	\$.01 PV CL B STK	9,375	\$ 7
<u>OPTION</u> (2)	\$ 12.63	08/16/2011	J	0	12/12/2007	12/12/2016	\$.01 PV COM STK	14,460	\$ 1
<u>OPTION</u> (2)	\$ 12.63	08/16/2011	J	1,807	12/12/2007	12/12/2016	\$.01 PV CL B STK	5,422	\$ 1
<u>OPTION</u> (2)	\$ 28.95	08/16/2011	J	0	12/19/2008	12/19/2017	\$.01 PV COM STK	6,680	\$ 2
<u>OPTION</u> (2)	\$ 28.95	08/16/2011	J	835	12/19/2008	12/19/2017	\$.01 PV CL B STK	2,505	\$ 2
<u>OPTION</u> (2)	\$ 7.16	08/16/2011	J	0	12/09/2009	12/09/2018	\$.01 PV COM STK	37,440	\$ 7
<u>OPTION</u> (2)	\$ 7.16	08/16/2011	J	3,744	12/09/2009	12/09/2018	\$.01 PV CL B STK	3,744	\$ 7
<u>OPTION</u> (2)	\$ 7.15	08/16/2011	J	0	12/03/2010	12/03/2019	\$.01 PV COM STK	37,480	\$ 7
	\$ 7.15	08/16/2011	J	3,748	12/03/2010	12/03/2019		3,748	\$ 7

OPTION (2)									\$.01 PV CL B STK		
OPTION (2)	\$ 19.33	08/16/2011	J	0	12/02/2011	12/02/2020			\$.01 PV COM STK	14,700	\$ 1
OPTION (2)	\$ 19.33	08/16/2011	J	1,470	12/02/2011	12/02/2020			\$.01 PV CL B STK	1,470	\$ 1

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

08/18/2011

__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).
- (1) Shares issued pursuant to a one-for-ten distribution of Class B Stock to holders of both Common and Class B Stock on the record date of August 16, 2011.
- (2) Adjusted pursuant to Class B Stock distribution declared by the Board of Directors payable on 08/16/2011 of one share of Class B Stock for every ten shares of Common Stock and Class B Stock.

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.