

GUNDERMANN PETER J

Form 4

October 01, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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 Indirect Beneficial Ownership (Instr. 4)
\$.01 PV COMMON STOCK ⁽¹⁾	10/01/2012		A	860	A \$ 23.76	49,302	D
\$.01 PV CLASS B STOCK						154,968	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(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	

					STK	
					\$.01	
OPTION	\$ 12.63	12/12/2007	12/12/2016	PV	14,460	
				COM		
				STK		
				\$.01		
OPTION	\$ 12.63	12/12/2007	12/12/2016	PV	5,422	
				CL B		
				STK		
				\$.01		
OPTION	\$ 28.95	12/19/2008	12/19/2017	PV	6,680	
				COM		
				STK		
				\$.01		
OPTION	\$ 28.95	12/19/2008	12/19/2017	PV	2,505	
				CL B		
				STK		
				\$.01		
OPTION	\$ 7.16	12/09/2009	12/09/2018	PV	37,440	
				COM		
				STK		
				\$.01		
OPTION	\$ 7.16	12/09/2009	12/09/2018	PV	3,744	
				CL B		
				STK		
				\$.01		
OPTION	\$ 7.15	12/03/2010	12/03/2019	PV	37,480	
				COM		
				STK		
				\$.01		
OPTION	\$ 7.15	12/03/2010	12/03/2019	PV	3,748	
				CL B		
				STK		
				\$.01		
OPTION	\$ 19.33	12/02/2011	12/02/2020	PV	14,700	
				COM		
				STK		
				\$.01		
OPTION	\$ 19.33	12/02/2011	12/02/2020	PV	1,470	
				CL B		
				STK		
				\$.01		
OPTION	\$ 34.24	12/01/2012	12/01/2021	PV	10,700	
				COM		
				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

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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