

GUNDERMANN PETER J
Form 4
October 20, 2008

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)

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2008

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

PRESIDENT/CEO

130 COMMERCE WAY

(Street)

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

EAST AURORA, NY 14052

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
\$.01 PV COMMON STOCK					109,911	D	
\$.01 PV CLASS B STOCK ⁽¹⁾	10/17/2008		J		40,090 ⁽²⁾	A	\$ 0 90,540
\$.01 PV COMMON STOCK					6,114	I	BY SPOUSE ⁽³⁾
\$.01 PV CLASS B	10/17/2008		J		2,294 ⁽²⁾	A	\$ 0 5,358
						I	BY SPOUSE

STOCK ⁽¹⁾

⁽³⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Fair Market Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
<u>OPTION (1)</u>	\$ 4.917	10/17/2008		J	0	01/18/2001	01/18/2010	\$.01 PV COM STK	11,183 \$
<u>OPTION (1)</u>	\$ 4.917	10/17/2008		J	3,844	01/18/2001	01/18/2010	\$.01 PV CL B STK	8,037 \$
<u>OPTION (1)</u>	\$ 9.813	10/17/2008		J	0	04/26/2002	04/26/2011	\$.01 PV COM STK	10,313 \$
<u>OPTION (1)</u>	\$ 9.813	10/17/2008		J	3,223	04/26/2002	04/26/2011	\$.01 PV CL B STK	5,801 \$
<u>OPTION (1)</u>	\$ 8.178	10/17/2008		J	0	01/25/2003	01/25/2012	\$.01 PV COM STK	11,555 \$
<u>OPTION (1)</u>	\$ 8.178	10/17/2008		J	2,889	01/25/2003	01/25/2012	\$.01 PV CL B STK	2,889 \$
	\$ 4.263	10/17/2008		J	0	01/24/2004	01/24/2013		33,547 \$

