

GUNDERMANN PETER J
Form 4
November 30, 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

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

(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)
11/29/2012

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		
\$.01 PV COMMON STOCK					49,302	D	
\$.01 PV CLASS B STOCK					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. Fair Value of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 3.22					12/14/2005	12/14/2014	\$.01 PV COM STK	17,682
OPTION	\$ 3.22					12/14/2005	12/14/2014	\$.01 PV CL B STK	21,627
OPTION	\$ 4.11					02/18/2006	02/18/2015	\$.01 PV COM STK	8,450
OPTION	\$ 4.11					02/18/2006	02/18/2015	\$.01 PV CL B STK	9,893
OPTION	\$ 6.22					12/13/2006	12/13/2015	\$.01 PV COM STK	13,484
OPTION	\$ 6.22					12/13/2006	12/13/2015	\$.01 PV CL B STK	12,804
OPTION	\$ 10.98					12/12/2007	12/12/2016	\$.01 PV COM STK	9,788
OPTION	\$ 10.98					12/12/2007	12/12/2016	\$.01 PV CL B STK	7,704
OPTION	\$ 25.17					12/19/2008	12/19/2017		6,680

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									\$.01 PV COM STK	
OPTION	\$ 25.17				12/19/2008	12/19/2017			\$.01 PV CL B STK	3,883
OPTION	\$ 6.23				12/09/2009	12/09/2018			\$.01 PV COM STK	37,440
OPTION	\$ 6.23				12/09/2009	12/09/2018			\$.01 PV CL B STK	9,922
OPTION	\$ 6.22				12/03/2010	12/03/2019			\$.01 PV COM STK	37,480
OPTION	\$ 6.22				12/03/2010	12/03/2019			\$.01 PV CL B STK	9,932
OPTION	\$ 16.81				12/02/2011	12/02/2020			\$.01 PV COM STK	14,700
OPTION	\$ 16.81				12/02/2011	12/02/2020			\$.01 PV CL B STK	3,896
OPTION	\$ 29.77				12/01/2012	12/01/2021			\$.01 PV COM STK	10,700
OPTION	\$ 29.77				12/01/2012	12/01/2021			\$.01 PV CL B STK	1,605
OPTION	\$ 20.15	11/29/2012		<u>A</u> ⁽¹⁾	18,700	11/29/2013	11/29/2022		\$.01 PV COM STK	18,700

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

11/30/2012

__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) Granted pursuant to the Company's 2011 Key Employee Stock Option 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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