GUNDERMANN PETER J

Form 4

October 20, 2008

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: 3235-0287 Expires: January 31, 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

may continue. *See* Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Add GUNDERMA	•	_	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	(Check all applicable)		
130 COMMERCE WAY			(Month/Day/Year) 10/17/2008	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) PRESIDENT/CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
EAST AURO	RA, NY 140)52		Person		

(City)	(State) (Zi	p) Table I	- Non-Der	rivative Sec	curitie	s Acqu	ired, Disposed of	, or Beneficial	ly 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. Securition(A) or Dis (D) (Instr. 3, 4	posed and 5	of	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
\$.01 PV COMMON STOCK							109,911	D	
\$.01 PV CLASS B STOCK (1)	10/17/2008		J	40,090 (2)	A	\$ 0	90,540	D	
\$.01 PV COMMON STOCK							6,114	I	BY SPOUSE
\$.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.

SEC 1474 (9-02)

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 onDerivative 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. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION (1)	\$ 4.917	10/17/2008		J	0	01/18/2001	01/18/2010	\$.01 PV COM STK	11,183	\$
OPTION (1)	\$ 4.917	10/17/2008		J	3,844	01/18/2001	01/18/2010	\$.01 PV CL B STK	8,037	\$
OPTION (1)	\$ 9.813	10/17/2008		J	0	04/26/2002	04/26/2011	\$.01 PV COM STK	10,313	\$
OPTION (1)	\$ 9.813	10/17/2008		J	3,223	04/26/2002	04/26/2011	\$.01 PV CL B STK	5,801	\$
OPTION (1)	\$ 8.178	10/17/2008		J	0	01/25/2003	01/25/2012	\$.01 PV COM STK	11,555	\$
OPTION (1)	\$ 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	\$

Edgar Filing: GUNDERMANN PETER J - Form 4

OPTION (1)							\$.01 PV COM STK		
OPTION (1)	\$ 4.263	10/17/2008	J	8,386	01/24/2004	01/24/2013	\$.01 PV CL B STK	8,386	\$
OPTION (1)	\$ 4.392	10/17/2008	J	0	02/19/2005	02/19/2014	\$.01 PV COM STK	40,800	\$
OPTION (1)	\$ 4.392	10/17/2008	J	10,200	02/19/2005	02/19/2014	\$.01 PV CL B STK	10,200	\$
OPTION (1)	\$ 4.072	10/17/2008	J	0	12/14/2005	12/14/2014	\$.01 PV COM STK	44,000	\$
OPTION (1)	\$ 4.072	10/17/2008	J	11,000	12/14/2005	12/14/2014	\$.01 PV CL B STK	11,000	\$
OPTION (1)	\$ 5.2	10/17/2008	J	0	02/18/2006	02/18/2015	\$.01 PV COM STK	20,000	9,
OPTION (1)	\$ 5.2	10/17/2008	J	5,000	02/18/2006	02/18/2015	\$.01 PV CL B STK	5,000	9)
OPTION (1)	\$ 7.864	10/17/2008	J	0	12/13/2006	12/13/2015	\$.01 PV COM STK	25,000	\$
OPTION (1)	\$ 7.864	10/17/2008	J	6,250	12/13/2006	12/13/2015	\$.01 PV CL B STK	6,250	\$
OPTION (1)	\$ 13.888	10/17/2008	J	0	12/12/2007	12/12/2016	\$.01 PV COM STK	14,460	\$ 1
	\$ 13.888	10/17/2008	J	3,615	12/12/2007	12/12/2016		3,615	\$ 1

Edgar Filing: GUNDERMANN PETER J - Form 4

OPTION (1)							\$.01 PV CL B STK		
OPTION (1) (4)	\$ 31.848	10/17/2008	J	0	12/19/2008	12/19/2017	\$.01 PV COM STK	6,680	\$ 3
OPTION (1)	\$ 31.848	10/17/2008	J	1,670	12/19/2008	12/19/2017	\$.01 PV CL B STK	1,670	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships							
Topolonia o William Palante	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

10/20/2008

**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) Adjusted pursuant to Class B stock distribution declared by the Board of Directors payable on 10/17/2008 of one share of Class B stock for every four shares of Common Stock and Class B Stock.
- (2) Shares issued pursuant to a one-for-four distribution of Class B Stock to holders of both Common and Class B Stock on the record date of October 6, 2008.
- (3) MR. GUNDERMANN DISCLAIMS ANY BENEFICIAL INTEREST IN THE SHARES OWNED BY HIS WIFE.
- (4) Granted pursuant to the Company's 2001 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. 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.

Reporting Owners 4