#### **GUNDERMANN PETER J**

Form 4

December 02, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GUNDERMANN PETER J** Issuer Symbol ASTRONICS CORP [ATRO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title \_ Other (specify 130 COMMERCE WAY 12/01/2011 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 Person

#### EAST AURORA, NY 14052

(City)	(State) (Zi	<sup>p)</sup> Table I	- Non-Der	rivative Se	curities Acq	uired, Disposed o	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. Transactio Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	(A) or of (D)	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)	
COMMON STOCK						32,028	D		
\$.01 PV CLASS B STOCK						127,089	D		

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

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	orDer Sec Acc or I (D)	curities quired Disposo str. 3, 4	(A) ed of	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title a Amount Underly Securitie (Instr. 3	of ing es	8 I S (
				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	33,547	
OPTION	\$ 3.87							01/24/2004	01/24/2013	\$.01 PV CL B STK	12,579	
OPTION	\$ 3.99							02/19/2005	02/19/2014	\$.01 PV COM STK	40,800	
OPTION	\$ 3.99							02/19/2005	02/19/2014	\$.01 PV CL B STK	15,300	
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		25,000	

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				\$.01 PV COM STK	
OPTION	\$ 7.15	12/13/2006	12/13/2015	\$.01 PV CL B STK	9,375
OPTION	\$ 12.63	12/12/2007	12/12/2016	\$.01 PV COM STK	14,460
OPTION	\$ 12.63	12/12/2007	12/12/2016	\$.01 PV CL B STK	5,422
OPTION	\$ 28.95	12/19/2008	12/19/2017	\$.01 PV COM STK	6,680
OPTION	\$ 28.95	12/19/2008	12/19/2017	\$.01 PV CL B STK	2,505
OPTION	\$ 7.16	12/09/2009	12/09/2018	\$.01 PV COM STK	37,440
OPTION	\$ 7.16	12/09/2009	12/09/2018	\$.01 PV CL B STK	3,744
OPTION	\$ 7.15	12/03/2010	12/03/2019	\$.01 PV COM STK	37,480
OPTION	\$ 7.15	12/03/2010	12/03/2019	\$.01 PV CL B STK	3,748
OPTION	\$ 19.33	12/02/2011	12/02/2020	\$.01 PV COM STK	14,700
OPTION	\$ 19.33	12/02/2011	12/02/2020		1,470

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							\$.01		
							PV		
							CL B		
							STK		
							\$.01		
OPTION	\$ 34.24	12/01/2011	A	10,700	12/01/2012	12/01/2021	PV	10,700	\$
<u>(1)</u>	Ψ 3 1.2 .	12,01,2011	11	10,700	12/01/2012	12/01/2021	COM	10,700	Ψ
							STK		

## **Reporting Owners**

Reporting Owner Name / Address				
	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

12/02/2011

\*\*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) Granted pursuant to the Company's 2011 Key Employee Stock Option Plan.

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