

GUNDERMANN PETER J
Form 4
December 03, 2010

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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

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)

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

130 COMMERCE WAY

12/02/2010

PRESIDENT/CEO

(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 Ownership (Instr. 4)
				(A) or (D)	Amount		
			Code	V	Amount	(D)	Price
\$.01 PV COMMON STOCK					29,393	D	
\$.01 PV CLASS B STOCK					98,577	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	\$ 9.813					04/26/2002	04/26/2011	\$.01 PV COM STK	10,313
OPTION	\$ 9.813					04/26/2002	04/26/2011	\$.01 PV CL B STK	5,801
OPTION	\$ 8.178					01/25/2003	01/25/2012	\$.01 PV COM STK	11,555
OPTION	\$ 8.178					01/25/2003	01/25/2012	\$.01 PV CL B STK	2,889
OPTION	\$ 4.263					01/24/2004	01/24/2013	\$.01 PV COM STK	33,547
OPTION	\$ 4.263					01/24/2004	01/24/2013	\$.01 PV CL B STK	8,386
OPTION	\$ 4.392					02/19/2005	02/19/2014	\$.01 PV COM STK	40,800
OPTION	\$ 4.392					02/19/2005	02/19/2014	\$.01 PV CL B STK	10,200
OPTION	\$ 4.072					12/14/2005	12/14/2014		44,000

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					\$.01		
					PV		
					COM		
					STK		
OPTION	\$ 4.072		12/14/2005	12/14/2014	\$.01		
					PV		
					CL B	11,000	
					STK		
OPTION	\$ 5.2		02/18/2006	02/18/2015	\$.01		
					PV		
					COM	20,000	
					STK		
OPTION	\$ 5.2		02/18/2006	02/18/2015	\$.01		
					PV		
					CL B	5,000	
					STK		
OPTION	\$ 7.864		12/13/2006	12/13/2015	\$.01		
					PV		
					COM	25,000	
					STK		
OPTION	\$ 7.864		12/13/2006	12/13/2015	\$.01		
					PV		
					CL B	6,250	
					STK		
OPTION	\$ 13.888		12/12/2007	12/12/2016	\$.01		
					PV		
					COM	14,460	
					STK		
OPTION	\$ 13.888		12/12/2007	12/12/2016	\$.01		
					PV		
					CL B	3,615	
					STK		
OPTION	\$ 31.848		12/19/2008	12/19/2017	\$.01		
					PV		
					COM	6,680	
					STK		
OPTION	\$ 31.848		12/19/2008	12/19/2017	\$.01		
					PV		
					CL B	1,670	
					STK		
OPTION	\$ 7.88		12/09/2009	12/09/2018	\$.01		
					PV		
					COM	37,440	
					STK		
OPTION	\$ 7.87		12/03/2010	12/03/2019			37,480

									\$.01			
									PV			
									COM			
									STK			
									\$.01			
									PV			
OPTION	\$ 21.26	12/02/2010		A	14,700	12/02/2011	12/02/2020		COM	14,700	\$	
(1)									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

12/03/2010

**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 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.