#### **GUNDERMANN PETER J**

Form 4 July 27, 2012

#### FORM 4

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

OMB APPROVAL

OMB
Number: 3235-0287

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

Expires: January 31, 2005

Section 16.
Form 4 or
Form 5
obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad 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)		(Middle)	3. Date of Earliest Transaction	**		
130 COMMERCE WAY			(Month/Day/Year) 07/25/2012	_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 PersonForm filed by More than One Reporting		
EAST AURORA, NY 14052				Person		

(City)	(State) (Zi	p) Table l	- Non-Dei	ivative Se	curitie	es Acqui	ired, Disposed of,	or Beneficiall	y 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	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)
\$.01 PV COMMON STOCK	07/25/2012		M		` ′	\$ 29.2	35,692	D	
\$.01 PV COMMON STOCK	07/25/2012		M	12,750	A	\$ 3.99	48,442	D	
\$.01 PV CLASS B STOCK	07/25/2012		M	15,300	A	\$ 3.99	154,968	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)

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

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. Transaction Code (Instr. 8)	orDeriva Securi Acqui	ities ared (A) sposed of . 3, 4,	Expiration Date (Month/Day/Year)		Amount Underlyi Securitie	Title and mount of inderlying ecurities nstr. 3 and 4)	
				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	23,063	
OPTION	\$ 3.99	07/25/2012		M		12,750	02/19/2005	02/19/2014	\$.01 PV COM STK	40,800	\$
OPTION	\$ 3.99	07/25/2012		M		15,300	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	

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OPTION	\$ 7.15	12/13/2006	12/13/2015	\$.01 PV COM STK	25,000
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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#### **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

07/27/2012

\*\*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).

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