GUNDERMANN PETER J

Form 4 April 23, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

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)

See Instruction

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 04/19/2012 below) PRESIDENT/CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

EAST AURORA, NY 14052

(City)	(State) (Zi	ip) Table	I - Non-De	rivative Se	curiti	es Acqui	red, 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. Securities Acquired tion(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
\$.01 PV			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
COMMON STOCK	04/19/2012		M	2,987	D	\$ 29.92	29,041	D	
\$.01 PV COMMON STOCK	04/19/2012		M	10,484	A	\$ 3.875	39,525	D	
\$.01 PV CLASS B STOCK	04/19/2012		M	12,579	A	\$ 3.875	139,668	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)

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. Transactic Code (Instr. 8)	5. Number of ciorDerivative 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. I Der Sec (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION	\$ 3.87	04/19/2012		M		10,484	01/24/2004	01/24/2013	\$.01 PV COM STK	33,547	\$
OPTION	\$ 3.87	04/19/2012		M		12,579	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	

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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	\$.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		14,700

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				\$.01 PV COM STK	
OPTION	\$ 19.33	12/02/2011	12/02/2020	\$.01 PV CL B STK	1,470
OPTION	\$ 34.24	12/01/2012	12/01/2021	\$.01 PV COM STK	10,700

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

04/23/2012

**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).

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