

GUNDERMANN PETER J
Form 4
December 03, 2010

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)
130 COMMERCE WAY
(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) 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.

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)

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

