GUNDERMANN PETER J
Form 4
October 19, 2012

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
10/19/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
$.01 PV COMMON STOCK								49,302	D	
$.01 PV CLASS B STOCK								154,968	D	

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

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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. D Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION	$ 3.7	10/19/2012		M[(1)]			26,318	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	10/19/2012		M[(1)]			11,550	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	10/19/2012		M[(1)]			11,516	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	10/19/2012		M[(1)]			4,672	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		6,680	

					$.01 PV COM STK	
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	$.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	10/19/2012
**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).

(1) These options were transferred by the reporting person to his ex-wife pursuant to a divorce decree and upon exercise of the options the shares were issued to the reporting persons ex-wife. The reporting perosn disclaims beneficial ownership in the securities issued upon exercise of these options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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