

ASTRONICS CORP
Form 4
October 11, 2013

FORM 4

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

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).

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)
10/10/2013

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)
\$.01 PV COMMON STOCK					49,302	D	
\$.01 PV CLASS B STOCK	10/10/2013		J ⁽¹⁾	46,982 A	\$ 0 232,590	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. Price or Value of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION	\$ 2.68							12/14/2005	12/14/2014	\$.01 PV COM STK	17,682	
OPTION	\$ 2.68	10/10/2013		<u>J</u> ⁽¹⁾		7,862		12/14/2005	12/14/2014	\$.01 PV CL B STK	29,489	\$
OPTION	\$ 3.43							02/18/2006	02/18/2015	\$.01 PV COM STK	8,450	
OPTION	\$ 3.43	10/10/2013		<u>J</u> ⁽¹⁾		3,669		02/18/2006	02/18/2015	\$.01 PV CL B STK	13,562	\$
OPTION	\$ 5.18							12/13/2006	12/13/2015	\$.01 PV COM STK	13,484	
OPTION	\$ 5.18	10/10/2013		<u>J</u> ⁽¹⁾		5,258		12/13/2006	12/13/2015	\$.01 PV CL B STK	18,062	\$
OPTION	\$ 9.15							12/12/2007	12/12/2016	\$.01 PV COM STK	9,788	
OPTION	\$ 9.15	10/10/2013		<u>J</u> ⁽¹⁾		3,498		12/12/2007	12/12/2016	\$.01 PV CL B STK	11,202	\$

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OPTION	\$ 20.98					12/19/2008	12/19/2017	\$.01 PV COM STK	6,680	
OPTION	\$ 20.98	10/10/2013		<u>J⁽¹⁾</u>	2,113	12/19/2008	12/19/2017	\$.01 PV CL B STK	5,996	\$
OPTION	\$ 5.19					12/09/2009	12/09/2018	\$.01 PV COM STK	37,440	
OPTION	\$ 5.19	10/10/2013		<u>J⁽¹⁾</u>	9,472	12/09/2009	12/09/2018	\$.01 PV CL B STK	19,394	\$
OPTION	\$ 5.18					12/03/2010	12/03/2019	\$.01 PV COM STK	37,480	
OPTION	\$ 5.18	10/10/2013		<u>J⁽¹⁾</u>	9,482	12/03/2010	12/03/2019	\$.01 PV CL B STK	19,414	\$
OPTION	\$ 14.01					12/02/2011	12/02/2020	\$.01 PV COM STK	14,700	
OPTION	\$ 14.01	10/10/2013		<u>J⁽¹⁾</u>	3,719	12/02/2011	12/02/2020	\$.01 PV CL B STK	7,615	\$
OPTION	\$ 24.81					12/01/2012	12/01/2021	\$.01 PV COM STK	10,700	
OPTION	\$ 24.81	10/10/2013		<u>J⁽¹⁾</u>	2,461	12/01/2012	12/01/2021	\$.01 PV CL B STK	4,066	\$
OPTION	\$ 16.79					11/29/2013	11/29/2022	\$.01 PV COM STK	18,700	
OPTION	\$ 16.79	10/10/2013		<u>J⁽¹⁾</u>	3,740	11/29/2013	11/29/2022		3,740	\$

\$.01
 PV
 CL B
 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

10/11/2013

__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) Shares issued pursuant to a one-for-five distribution of Class B stock to holders of both Common and Class B stock on the record date of October 10, 2013.

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.