

GUNDERMANN PETER J

Form 4

December 03, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
\$.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.

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information contained in this form are not
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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)			
				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

					\$.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	\$.01 PV COM STK 37,480

										\$.01
										PV
										COM
										STK
										\$.01
OPTION	\$ 21.26	12/02/2010		A	14,700	12/02/2011	12/02/2020			PV
(1)										COM
										STK
										14,700
										\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUNDERMANN PETER J				
130 COMMERCE WAY	X		PRESIDENT/CEO	
EAST AURORA, NY 14052				

Signatures

/S/DAVID C. BURNEY, AS POWER OF ATTORNEY FOR PETER J.
GUNDERMANN

12/03/2010

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) Granted pursuant to the Company's 2001 Key Employee Stock Option Plan.

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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