GUNDERMANN PETER J
Form 4
April 10, 2018

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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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)
04/06/2018

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	04/06/2018		S[(1)]		2,000	D	$ 36.34	13,595	D	
$.01 PV CLASS B STOCK								531,551	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)

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 Derivati Security (Instr. 5
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION	$ 3.27							12/09/2009	12/09/2018	$.01 PV COM STK	35,451	
OPTION	$ 3.27							12/09/2009	12/09/2018	$.01 PV CL B STK	51,588	
OPTION	$ 3.27							12/03/2010	12/03/2019	$.01 PV COM STK	37,480	
OPTION	$ 3.27							12/03/2010	12/03/2019	$.01 PV CL B STK	52,812	
OPTION	$ 8.82							12/02/2011	12/02/2020	$.01 PV COM STK	14,700	
OPTION	$ 8.82							12/02/2011	12/02/2020	$.01 PV CL B STK	20,714	
OPTION	$ 15.63							12/01/2012	12/01/2021	$.01 PV COM STK	10,700	
OPTION	$ 15.63							12/01/2012	12/01/2021	$.01 PV CL B	12,734	

					STK	
OPTION	$ 10.58		11/29/2013	11/29/2022	$.01 PV COM STK	18,700
OPTION	$ 10.58		11/29/2013	11/29/2022	$.01 PV CL B STK	16,912
OPTION	$ 32.72		12/11/2014	12/11/2023	$.01 PV COM STK	8,300
OPTION	$ 32.72		12/11/2014	12/11/2023	$.01 PV CL B STK	4,872
OPTION	$ 35.46		12/11/2015	12/11/2024	$.01 PV COM STK	10,100
OPTION	$ 35.46		12/11/2015	12/11/2024	$.01 PV CL B STK	3,257
OPTION	$ 31.88		12/03/2016	12/03/2025	$.01 PV COM STK	13,700
Option	$ 31.88		12/03/2016	12/03/2025	$.01 PV CL B STK	2,055
Option	$ 36.52		12/14/2017	12/14/2026	$.01 PV COM STK	14,460
Option	$ 40.95		12/12/2018	12/12/2027	$.01 PV COM STK	26,300
Restricted Stock Unit	(2)		(3)	(3)	$.01 PV COM STK	1,805

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/JULIE DAVIS, AS POWER OF ATTORNEY FOR PETER J. GUNDERMANN	04/10/2018
**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) Sold pursuant to a 10b5-1 trading plan.

(2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.

(3) Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period of January 1, 2018-December 31, 2020. The "target" number of restricted stock units is reported. Between 75% and 115% of the target number of units may vest on December 31, 2020, with the vesting percentage determined based on actual performance.

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.