

ASTRONICS CORP
Form 4
March 24, 2014

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)
03/21/2014

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					49,302	D	
\$.01 PV CLASS B STOCK					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 Number of Shares	
				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					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					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					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					12/12/2007	12/12/2016	\$.01 PV CL B STK	11,202

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OPTION	\$ 20.98	03/21/2014	<u>M</u> ⁽¹⁾	1,712	12/19/2008	12/19/2017	\$.01 PV COM STK	6,680	\$ 2
OPTION	\$ 20.98				12/19/2008	12/19/2017	\$.01 PV CL B STK	5,996	
OPTION	\$ 5.19	03/21/2014	<u>M</u> ⁽¹⁾	1,989	12/09/2009	12/09/2018	\$.01 PV COM STK	37,440	\$
OPTION	\$ 5.19				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				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				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				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				11/29/2013	11/29/2022		3,740	

								\$.01 PV CL B STK		
OPTION	\$ 51.93						12/11/2014	12/11/2023	\$.01 PV COM STK	8,300

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

03/24/2014

**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).
- These options were transferred by the reporting person to his ex-wife pursuant to a divorce decree and upon exercise of the options the (1) shares were issued to the reporting persons ex-wife. The reporting person 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. 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.