

GUNDERMANN PETER J
Form 4
February 22, 2005

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

2. Issuer Name and Ticker or Trading Symbol
ASTRONICS CORP [ATRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
130 COMMERCE WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President

EAST AURORA, NY 14052

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Underlying	9. Derivative
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Securities (Instr. 3 and 4)		(Instr. 8)
				Code	V			(A)	(D)	
Option	\$ 6.5	02/18/2005	A	20,000		02/18/2006	02/18/2015	PV Com Stk	20,000	\$
Option	\$ 2.594					12/20/1997	12/20/2006	PV Com Stk	6,834	
Option	\$ 2.594					12/20/1997	12/20/2006	PV Cl B Stk	2,563	
Option	\$ 5.159					01/18/2000	01/18/2009	PV Com Stk	11,928	
Option	\$ 5.159					01/18/2000	01/18/2009	PV Cl B Stk	4,472	
Option	\$ 6.146					01/18/2001	01/18/2010	PV Com Stk	11,183	
Option	\$ 6.146					01/18/2001	01/18/2010	PV Cl B Stk	4,193	
Option	\$ 12.266					04/26/2002	04/26/2011	PV Com Stk	10,313	
Option	\$ 12.266					04/26/2002	04/26/2011	PV Cl B Stk	2,578	
Option	\$ 10.221					01/25/2003	01/25/2012	PV	11,555	

									Com Stk
									\$.01
Option	\$ 5.328					01/24/2004	01/24/2013		PV
									Com
									Stk
									33,547
									\$.01
									PV
Option	\$ 5.49					02/19/2005	02/19/2014		Com
									Stk
									40,800
									\$.01
									PV
Option	\$ 5.09					12/14/2005	12/14/2014		Com
									Stk
									44,000

Reporting Owners

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

Signatures

/s/Peter J.
Gundermann 02/22/2005

__Signature of Date
Reporting Person

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).

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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