GUNDERMANN PETER J

Form 4

January 19, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

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OMB APPROVAL

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GUNDERMANN PETER J**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

ASTRONICS CORP [ATRO]

(Check all applicable)

(Last) (First)

(Street)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 01/18/2010

Filed(Month/Day/Year)

_X__ Director 10% Owner

PRESIDENT/CEO

X_ Officer (give title below)

Other (specify

130 COMMERCE WAY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

EAST AURORA, NY 14052

(City)

(City)	(State) (E	Table	I - Non-De	rivative Se	ecuriti	es Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securit or(A) or Dis (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
\$.01 PV COMMON STOCK	01/18/2010		M	11,183	A	\$ 4.917	121,094	D	
\$.01 PV CLASS B STOCK	01/18/2010		M	8,037	A	\$ 4.917	98,577	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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 or Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION	\$ 4.917	01/18/2010		M	11,183	01/18/2001	01/18/2010	\$.01 PV COM STK	11,183	\$
OPTION	\$ 4.917	01/18/2010		M	8,037	01/18/2001	01/18/2010	\$.01 PV CL B STK	8,037	\$
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		40,800	

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				\$.01 PV COM STK	
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	\$.01 PV COM STK	44,000
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		1,670

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				\$.01 PV CL B STK	
OPTION	\$ 7.88	12/09/2009	12/09/2018	\$.01 PV COM STK	37,440
OPTION (1)	\$ 7.87	12/03/2010	12/03/2019	\$.01 PV COM STK	37,480

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolong of the Fund of Fundament	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

01/19/2010

**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.

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