

ASTRONICS CORP  
Form 4  
December 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)  
12/23/2014

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
\$.01 PV COMMON STOCK	12/23/2014		M		8,450 A \$ 2.86	53,231	D
\$.01 PV COMMON STOCK	12/23/2014		F		9,079 D \$ 51.06	44,152	D
\$.01 PV CLASS B STOCK	12/23/2014		M		17,963 A \$ 2.86	345,855	D

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

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(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. Pr Deriv Secur (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION	\$ 2.86	12/23/2014		M	8,450	02/18/2006	02/18/2015	\$.01 PV COM STK	8,450	\$ 2
OPTION	\$ 2.86	12/23/2014		M	8,450	02/18/2006	02/18/2015	\$.01 PV CL B STK	17,963	\$ 2
OPTION	\$ 4.32					12/13/2006	12/13/2015	\$.01 PV COM STK	13,484	
OPTION	\$ 4.32					12/13/2006	12/13/2015	\$.01 PV CL B STK	24,371	
OPTION	\$ 7.62					12/12/2007	12/12/2016	\$.01 PV COM STK	9,788	
OPTION	\$ 7.62					12/12/2007	12/12/2016	\$.01 PV CL B STK	15,400	
OPTION	\$ 17.48					12/19/2008	12/19/2017	\$.01 PV COM STK	4,968	

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OPTION	\$ 17.48	12/19/2008	12/19/2017	\$ .01 PV CL B STK	8,189
OPTION	\$ 4.33	12/09/2009	12/09/2018	\$ .01 PV COM STK	35,451
OPTION	\$ 4.33	12/09/2009	12/09/2018	\$ .01 PV CL B STK	30,363
OPTION	\$ 4.32	12/03/2010	12/03/2019	\$ .01 PV COM STK	37,480
OPTION	\$ 4.32	12/03/2010	12/03/2019	\$ .01 PV CL B STK	30,794
OPTION	\$ 11.67	12/02/2011	12/02/2020	\$ .01 PV COM STK	14,700
OPTION	\$ 11.67	12/02/2011	12/02/2020	\$ .01 PV CL B STK	12,078
OPTION	\$ 20.68	12/01/2012	12/01/2021	\$ .01 PV COM STK	10,700
OPTION	\$ 20.68	12/01/2012	12/01/2021	\$ .01 PV CL B STK	7,019
OPTION	\$ 13.99	11/29/2013	11/29/2022	\$ .01 PV COM STK	18,700
OPTION	\$ 13.99	11/29/2013	11/29/2022	\$ .01 PV CL B STK	8,228
OPTION	\$ 43.28	12/11/2014	12/11/2023		8,300

					\$ .01	
					PV	
					COM	
					STK	
OPTION	\$ 43.28		12/11/2014	12/11/2023	\$ .01	
					PV	
					CL B	1,660
					STK	
OPTION	\$ 46.89		12/11/2015	12/11/2024	\$ .01	
					PV	
					COM	10,100
					STK	

## 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 12/24/2014

\_\_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).

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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