

GUNDERMANN PETER J

Form 4

February 22, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
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(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)
02/19/2010

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)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV COMMON STOCK	02/19/2010		J(1)		9,610	D	\$ 0
\$.01 PV CLASS B STOCK							
					98,577	D	

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

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information contained in this form are not
required to respond unless the form
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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 o Derivativ Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
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	\$.01 PV COM STK	40,800	
OPTION	\$ 4.392					02/19/2005	02/19/2014	\$.01 PV CL B	10,200	

				STK	
				\$.01	
OPTION	\$ 4.072	12/14/2005	12/14/2014	PV COM STK	44,000
				\$.01	
OPTION	\$ 4.072	12/14/2005	12/14/2014	PV CL B STK	11,000
				\$.01	
OPTION	\$ 5.2	02/18/2006	02/18/2015	PV COM STK	20,000
				\$.01	
OPTION	\$ 5.2	02/18/2006	02/18/2015	PV CL B STK	5,000
				\$.01	
OPTION	\$ 7.864	12/13/2006	12/13/2015	PV COM STK	25,000
				\$.01	
OPTION	\$ 7.864	12/13/2006	12/13/2015	PV CL B STK	6,250
				\$.01	
OPTION	\$ 13.888	12/12/2007	12/12/2016	PV COM STK	14,460
				\$.01	
OPTION	\$ 13.888	12/12/2007	12/12/2016	PV CL B STK	3,615
				\$.01	
OPTION	\$ 31.848	12/19/2008	12/19/2017	PV COM STK	6,680
				\$.01	
OPTION	\$ 31.848	12/19/2008	12/19/2017	PV CL B STK	1,670
				\$.01	
OPTION	\$ 7.88	12/09/2009	12/09/2018	PV COM STK	37,440

OPTION	\$ 7.87	12/03/2010	12/03/2019	\$.01 PV COM STK	37,480
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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

02/22/2010

__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) On February 19, 2010 the reporting person transferred 9,610 shares of Common Stock to his ex-wife pursuant to a judgement of divorce. The reporting person no longer reports as beneficially owned any securities of Astronics Corporation owned by his ex-wife.

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.