

ASTRONICS CORP

Form 4

December 15, 2014

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
12/11/2014

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 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	(A) or (D)	Price
\$.01 PV COMMON STOCK	12/12/2014		M		17,682	A	\$ 2.24 66,984
\$.01 PV COMMON STOCK	12/12/2014		M		25,317	D	\$ 46.89 41,667
\$.01 PV CLASS B STOCK	12/12/2014		M		38,924	A	\$ 2.24 327,892

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 (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 2.24	12/12/2014		M		17,682		12/14/2005	12/14/2014	\$.01 PV COM STK	17,682
OPTION	\$ 2.24	12/12/2014		M		38,924		12/14/2005	12/14/2014	\$.01 PV CL B STK	38,924
OPTION	\$ 2.86							02/18/2006	02/18/2015	\$.01 PV COM STK	8,450
OPTION	\$ 2.86							02/18/2006	02/18/2015	\$.01 PV CL B STK	17,963
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	15,400

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						CL B STK	
OPTION	\$ 17.48		12/19/2008	12/19/2017		\$.01 PV COM STK	4,968
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	18,700

OPTION	\$ 13.99					11/29/2013	11/29/2022	STK \$.01 PV CL B STK	8,228
OPTION	\$ 43.28					12/11/2014	12/11/2023	STK \$.01 PV COM STK	8,300
OPTION	\$ 43.28					12/11/2014	12/11/2023	STK \$.01 PV CL B STK	1,660
OPTION	\$ 46.89	12/11/2014		A <sup>(1)</sup>	10,100	12/11/2015	12/11/2024	STK \$.01 PV COM STK	10,100

## 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

12/15/2014

\_\_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).

(1) Granted pursuant to the Company's 2011 Key Employee Stock Option Plan.

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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