

ASTRONICS CORP  
Form 4/A  
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)  
12/11/2014

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/15/2014

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           | 12/12/2014                           |  | M                              |   | 17,682 A \$ 2.24  | 66,984   | D   |
| \$.01 PV COMMON STOCK           | 12/12/2014                           |  | F                              |   | 22,203 D \$ 46.89   | 44,781   | D   |
| \$.01 PV CLASS B STOCK          | 12/12/2014                           |  | M                              |   | 38,924 A \$ 2.24  | 327,892  | 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)<br>(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|------------------|---|----------------------------|
|  |  |                                      |  |                                | V  | (A)    | (D)  | Date Exercisable |   |                            |
| OPTION                                     | \$ 2.24  | 12/12/2014                           |  | M                              |  | 17,682 | 12/14/2005   | 12/14/2014       | \$.01<br>PV<br>COM<br>STK                                     | 17,682                     |
| OPTION                                     | \$ 2.24  | 12/12/2014                           |  | M                              |  | 38,924 | 12/14/2005   | 12/14/2014       | \$.01<br>PV<br>CL B<br>STK                                    | 38,924                     |
| OPTION                                     | \$ 2.86  |                                      |  |                                |  |        | 02/18/2006   | 02/18/2015       | \$.01<br>PV<br>COM<br>STK                                     | 8,450                      |
| OPTION                                     | \$ 2.86  |                                      |  |                                |  |        | 02/18/2006   | 02/18/2015       | \$.01<br>PV<br>CL B<br>STK                                    | 17,963                     |
| OPTION                                     | \$ 4.32  |                                      |  |                                |  |        | 12/13/2006   | 12/13/2015       | \$.01<br>PV<br>COM<br>STK                                     | 13,484                     |
| OPTION                                     | \$ 4.32  |                                      |  |                                |  |        | 12/13/2006   | 12/13/2015       | \$.01<br>PV<br>CL B<br>STK                                    | 24,371                     |
| OPTION                                     | \$ 7.62  |                                      |  |                                |  |        | 12/12/2007   | 12/12/2016       | \$.01<br>PV<br>COM<br>STK                                     | 9,788                      |
| OPTION                                     | \$ 7.62  |                                      |  |                                |  |        | 12/12/2007   | 12/12/2016       | \$.01<br>PV   | 15,400                     |

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|        |          |            |            |                             |             |  |
|--------|----------|------------|------------|-----------------------------|-------------|--|
|        |          |            |            |                             | CL B<br>STK |  |
| OPTION | \$ 17.48 | 12/19/2008 | 12/19/2017 | \$ .01<br>PV<br>COM<br>STK  | 4,968       |  |
| OPTION | \$ 17.48 | 12/19/2008 | 12/19/2017 | \$ .01<br>PV<br>CL B<br>STK | 8,189       |  |
| OPTION | \$ 4.33  | 12/09/2009 | 12/09/2018 | \$ .01<br>PV<br>COM<br>STK  | 35,451      |  |
| OPTION | \$ 4.33  | 12/09/2009 | 12/09/2018 | \$ .01<br>PV<br>CL B<br>STK | 30,363      |  |
| OPTION | \$ 4.32  | 12/03/2010 | 12/03/2019 | \$ .01<br>PV<br>COM<br>STK  | 37,480      |  |
| OPTION | \$ 4.32  | 12/03/2010 | 12/03/2019 | \$ .01<br>PV<br>CL B<br>STK | 30,794      |  |
| OPTION | \$ 11.67 | 12/02/2011 | 12/02/2020 | \$ .01<br>PV<br>COM<br>STK  | 14,700      |  |
| OPTION | \$ 11.67 | 12/02/2011 | 12/02/2020 | \$ .01<br>PV<br>CL B<br>STK | 12,078      |  |
| OPTION | \$ 20.68 | 12/01/2012 | 12/01/2021 | \$ .01<br>PV<br>COM<br>STK  | 10,700      |  |
| OPTION | \$ 20.68 | 12/01/2012 | 12/01/2021 | \$ .01<br>PV<br>CL B<br>STK | 7,019       |  |
| OPTION | \$ 13.99 | 11/29/2013 | 11/29/2022 | \$ .01<br>PV<br>COM         | 18,700      |  |

| Option Type | Exercise Price | Grant Date | Expiration Date       | Number of Shares        | Option Type                       | Quantity |
|-------------|----------------|------------|-----------------------|-------------------------|-----------------------------------|----------|
| OPTION      | \$ 13.99       |            | 11/29/2013 11/29/2022 |                         | STK<br>\$.01<br>PV<br>CL B<br>STK | 8,228    |
| OPTION      | \$ 43.28       |            | 12/11/2014 12/11/2023 |                         | STK<br>\$.01<br>PV<br>COM<br>STK  | 8,300    |
| OPTION      | \$ 43.28       |            | 12/11/2014 12/11/2023 |                         | STK<br>\$.01<br>PV<br>CL B<br>STK | 1,660    |
| OPTION      | \$ 46.89       | 12/11/2014 |                       | A <sup>(1)</sup> 10,100 | STK<br>\$.01<br>PV<br>COM<br>STK  | 10,100   |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| GUNDERMANN PETER J<br>130 COMMERCE WAY<br>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).
- (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. 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.