

ASTRONICS CORP
Form 4
April 18, 2005

FORM 4

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

OMB APPROVAL

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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)
04/14/2005

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 or Price		
\$.01 PV Common Stock	04/14/2005		M		6,834 A \$ 2.594	6,834	D
\$.01 PV Common Stock	04/14/2005		M		11,928 A \$ 5.159	18,762	D
\$.01 PV Class B Stock	04/14/2005		M		2,563 A \$ 2.594	2,563	D
\$.01 PV Class B	04/14/2005		M		4,472 A \$ 5.159	7,035	D

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Stock

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. P	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
\$.01 PV Common Stock	\$ 2.594	04/14/2005		M	6,834	12/20/1997	12/20/2006	\$.01 PV Com Stk	6,834
\$.01 PV Cl B Stk	\$ 2.594	04/14/2005		M	2,563	12/20/1997	12/20/2006	\$.01 PV Cl B Stk	2,563
\$.01 PV Com Stk	\$ 5.159	04/14/2005		M	11,928	01/18/2000	01/18/2009	\$.01 PV Com Stk	11,928
\$.01 PV Cl B Stk	\$ 5.159	04/14/2005		M	4,472	01/18/2000	01/18/2009	\$.01 PV Cl B Stk	4,472
Option	\$ 6.146					01/18/2001	01/18/2010	\$.01 PV Com Stk	11,183
Option	\$ 6.146					01/18/2001	01/18/2010	\$.01 PV Cl B Stk	4,193
Option	\$ 12.266					04/26/2002	04/26/2011		10,313

Option	\$ 12.266			04/26/2002	04/26/2011	\$.01 PV Com Stk	2,578		
Option	\$ 10.221			01/25/2003	01/25/2012	\$.01 PV Com Stk	11,555		
Option	\$ 5.328			01/24/2004	01/24/2013	\$.01 PV Com Stk	33,547		
Option	\$ 5.49			02/19/2005	02/19/2014	\$.01 PV Com Stk	40,800		
Option	\$ 5.09			12/14/2005	12/14/2014	\$.01 PV Com Stk	44,000		
Option	\$ 6.5			02/18/2006	02/18/2015	\$.01 PV Com Stk	20,000		

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

04/18/2005

__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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