

GUNDERMANN PETER J
Form 4
February 22, 2005

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

2. Issuer Name and Ticker or Trading Symbol
ASTRONICS CORP [ATRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
130 COMMERCE WAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President

EAST AURORA, NY 14052

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount (D) Price			

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Underlying

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					Securities (Instr. 3 and 4)	(Instr. 3 and 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 6.5	02/18/2005	A		20,000		02/18/2006	02/18/2015	\$.01 PV Com Stk	20,000
Option	\$ 2.594						12/20/1997	12/20/2006	\$.01 PV Com Stk	6,834
Option	\$ 2.594						12/20/1997	12/20/2006	\$.01 PV Cl B Stk	2,563
Option	\$ 5.159						01/18/2000	01/18/2009	\$.01 PV Com Stk	11,928
Option	\$ 5.159						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	\$.01 PV Com Stk	10,313
Option	\$ 12.266						04/26/2002	04/26/2011	\$.01 PV Cl B Stk	2,578
Option	\$ 10.221						01/25/2003	01/25/2012	\$.01 PV	11,555

					Com Stk	
					\$.01 PV Com Stk	33,547
Option	\$ 5.328		01/24/2004	01/24/2013		
					\$.01 PV Com Stk	40,800
Option	\$ 5.49		02/19/2005	02/19/2014		
					\$.01 PV Com Stk	44,000
Option	\$ 5.09		12/14/2005	12/14/2014		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUNDERMANN PETER J 130 COMMERCE WAY EAST AURORA, NY 14052	X		President	

Signatures

/s/Peter J.
Gundermann 02/22/2005

__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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