STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

GUNDERMANN PETER J

Form 4

December 17, 2018

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

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GUNDERMANN PETER J			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			ASTRONICS CORP [ATRO]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
130 COMMERCE WAY			(Month/Day/Year) 12/13/2018	_X_ Director 10% Owner _X_ Officer (give title Other (specibelow) below) PRESIDENT/CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
EAST AURORA, NY 14052			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zin)				

(City)	(State) (Zij	Table I	- Non-Deri	ivative Sec	curities Acqu	iired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of Securities Form: Direct (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
\$.01 PV COMMON STOCK						7,421	D	
\$.01 PV CLASS B STOCK						619,316	D	

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

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SEC 1474

(9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired or Disposition (D) (Instr. 3, and 5)	ve s l (A) sed of	6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title a Amount Underly Securitie (Instr. 3	of ing es	8 I S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION	\$ 2.84						12/03/2010	12/03/2019	\$.01 PV COM STK	37,480	
OPTION	\$ 2.84						12/03/2010	12/03/2019	\$.01 PV CL B STK	66,355	
OPTION	\$ 7.68						12/02/2011	12/02/2020	\$.01 PV COM STK	14,700	
OPTION	\$ 7.68						12/02/2011	12/02/2020	\$.01 PV CL B STK	26,025	
OPTION	\$ 13.59						12/01/2012	12/01/2021	\$.01 PV COM STK	10,700	
OPTION	\$ 13.59						12/01/2012	12/01/2021	\$.01 PV CL B STK	16,249	
OPTION	\$ 9.2						11/29/2013	11/29/2022	\$.01 PV COM STK	18,700	
OPTION	\$ 9.2						11/29/2013	11/29/2022	\$.01 PV CL B STK	22,254	
OPTION	\$ 28.45						12/11/2014	12/11/2023		8,300	

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				\$.01 PV COM STK	
OPTION	\$ 28.45	12/11/2014	12/11/2023	\$.01 PV CL B STK	6,848
OPTION	\$ 30.83	12/11/2015	12/11/2024	\$.01 PV COM STK	10,100
OPTION	\$ 30.83	12/11/2015	12/11/2024	\$.01 PV CL B STK	5,261
OPTION	\$ 27.72	12/03/2016	12/03/2025	\$.01 PV COM STK	13,700
Option	\$ 27.72	12/03/2016	12/03/2025	\$.01 PV CL B STK	4,418
Option	\$ 31.76	12/14/2017	12/14/2026	\$.01 PV COM STK	14,460
Option	\$ 31.76	12/14/2017	12/14/2026	\$.01 PV CL B STK	2,169
Option	\$ 35.61	12/12/2018	12/12/2027	\$.01 PV COM STK	26,300
Option	\$ 35.61	12/12/2018	12/12/2027	\$.01 PV CL B STK	3,945
Restricted Stock Unit	(I)	<u>(2)</u>	(2)	\$.01 PV COM STK	1,805
	(3)	(2)	(2)		270

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Restricted Stock Unit							\$.01 PV CL B STK		
Option	\$ 31.57	12/13/2018	A	34,790	12/13/2019	12/13/2028	\$.01 PV COM STK	34,790	\$

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/JULIE DAVIS, AS POWER OF ATTORNEY FOR PETER J. GUNDERMANN

12/17/2018

**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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
 - Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period of January 1, 2018-
- (2) December 31, 2020. The "target" number of restricted stock units is reported. Between 75% and 115% of the target number of units may vest on December 31, 2020, with the vesting percentage determined based on actual performance.
- (3) Each restricted stock unit represents the right to receive, at settlement, one share of Class B stock.

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