

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 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 | 9. Deriv |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|-----------------------------------|----------|----------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|-----------------------------------|----------|----------|

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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) | | Date Exercisable | Expiration Date | Securities (Instr. 3 and 4) | | (Instr. 8) |
|------------|------------------------------|------------------|------------|---|------------|------------------|-----------------|-----------------------------|--------|------------|
| | | | | Code | V | | | (A) | (D) | |
| 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 | |

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

Reporting Owners

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

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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