Edgar Filing: ASTRONICS CORP - Form 4

| ASTRONICS | CORP | | | | | | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|------------------|--------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--|--|
| Form 4 March 24, 201 | 4 | | | | | | | | |
| FORM | Л | | | | | | PPROVAL | | |
| | UNITEDSI | | TIES AND EXCH ington, D.C. 2054 | | COMMISSION | OMB Number: | 3235-0287 | | |
| Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruct 1(b). | Filed pursuate. Section 17(a) | 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 | | | | | Expires: January 31, 2005 Estimated average burden hours per response 0.5 | | |
| (Print or Type Rea | sponses) | | | | | | | | |
| 1. Name and Add GUNDERMA | lress of Reporting Per NN PETER J | Symbol | 2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO] | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (Mid | dle) 3. Date of E | arliest Transaction | | (Check all applicable) | | | | |
| 130 COMME | RCE WAY | • | (Month/Day/Year) 03/21/2014 | | | _X_ Director10% Owner _X_ Officer (give title Other (specify below) PRESIDENT/CEO | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| EAST AURO | RA, NY 14052 | | | | Person | | porting | | |
| (City) | (State) (Zi | p) Table I | I - Non-Derivative Sec | curities Acq | uired, Disposed of | , or Beneficial | ly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution Date, if any | 3. 4. Securit TransactionAcquired Code Disposed (Instr. 8) (Instr. 3, 4 Code V Amount | (A) or of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Indirect Beneficial | | |
| \$.01 PV COMMON STOCK | | | Couc v Amount | (D) Flice | 49,302 | D | | | |
| \$.01 PV CLASS B STOCK | | | | | 232,590 | D | | | |

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.

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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 (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) | Secur Acqui (A) or | rivative ities ired r osed of . 3, 4, | Expiration Date (Month/Day/Year) | | Amount of Underlying | | 8. Pr Deri Secu (Inst |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------|--------------------------|------------------------------------------------------|-------------------------------------|--------------------|----------------------------|-------------------------------------|--------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| OPTION | \$ 2.68 | | | | | | 12/14/2005 | 12/14/2014 | \$.01 PV COM STK | 17,682 | |
| OPTION | \$ 2.68 | | | | | | 12/14/2005 | 12/14/2014 | \$.01 PV CL B STK | 29,489 | |
| OPTION | \$ 3.43 | | | | | | 02/18/2006 | 02/18/2015 | \$.01 PV COM STK | 8,450 | |
| OPTION | \$ 3.43 | | | | | | 02/18/2006 | 02/18/2015 | \$.01 PV CL B STK | 13,562 | |
| OPTION | \$ 5.18 | | | | | | 12/13/2006 | 12/13/2015 | \$.01 PV COM STK | 13,484 | |
| OPTION | \$ 5.18 | | | | | | 12/13/2006 | 12/13/2015 | \$.01 PV CL B STK | 18,062 | |
| OPTION | \$ 9.15 | | | | | | 12/12/2007 | 12/12/2016 | \$.01 PV COM STK | 9,788 | |
| OPTION | \$ 9.15 | | | | | | 12/12/2007 | 12/12/2016 | \$.01 PV CL B STK | 11,202 | |

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| OPTION | \$ 20.98 | 03/21/2014 | M <u>(1)</u> | 1,712 | 12/19/2008 | 12/19/2017 | \$.01 PV COM STK | 6,680 | \$ 2 |
|--------|----------|------------|--------------|-------|------------|------------|----------------------------|--------|------|
| OPTION | \$ 20.98 | | | | 12/19/2008 | 12/19/2017 | \$.01 PV CL B STK | 5,996 | |
| OPTION | \$ 5.19 | 03/21/2014 | M <u>(1)</u> | 1,989 | 12/09/2009 | 12/09/2018 | \$.01 PV COM STK | 37,440 | \$: |
| OPTION | \$ 5.19 | | | | 12/09/2009 | 12/09/2018 | \$.01 PV CL B STK | 19,394 | |
| OPTION | \$ 5.18 | | | | 12/03/2010 | 12/03/2019 | \$.01 PV COM STK | 37,480 | |
| OPTION | \$ 5.18 | | | | 12/03/2010 | 12/03/2019 | \$.01 PV CL B STK | 19,414 | |
| OPTION | \$ 14.01 | | | | 12/02/2011 | 12/02/2020 | \$.01 PV COM STK | 14,700 | |
| OPTION | \$ 14.01 | | | | 12/02/2011 | 12/02/2020 | \$.01 PV CL B STK | 7,615 | |
| OPTION | \$ 24.81 | | | | 12/01/2012 | 12/01/2021 | \$.01 PV COM STK | 10,700 | |
| OPTION | \$ 24.81 | | | | 12/01/2012 | 12/01/2021 | \$.01 PV CL B STK | 4,066 | |
| OPTION | \$ 16.79 | | | | 11/29/2013 | 11/29/2022 | \$.01 PV COM STK | 18,700 | |
| OPTION | \$ 16.79 | | | | 11/29/2013 | 11/29/2022 | | 3,740 | |

\$.01 PV CL B STK \$.01 12/11/2014 12/11/2023 PV COM STK 8,300

OPTION \$ 51.93

Reporting Owners

| Reporting Owner Name / Address | | Re | lationships | | | | |
|---------------------------------------------------------------------|----------|-----------|---------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| GUNDERMANN PETER J 130 COMMERCE WAY EAST AURORA, NY 14052 | Х | | PRESIDENT/CEO | | | | |
| Signatures | | | | | | | |
| /S/DAVID C. BURNEY, AS POWER OF ATTORNEY FOR PETER J. GUNDERMANN | | | | | | | |
| | | 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).

These options were transferred by the reporting person to his ex-wife pursuant to a divorce decree and upon exercise of the options the(1) shares were issued to the reporting persons ex-wife. The reporting person disclaims beneficial ownership in the securities issued upon exercise of these options.

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.