

ASTRONICS CORP

Form 4/A

April 19, 2005

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
04/18/2005

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
\$.01 PV Common Stock	04/14/2005		M		6,834	A	\$ 2.594	104,518	D	
\$.01 PV Common Stock	04/14/2005		M		11,928	A	\$ 5.159	116,446	D	
\$.01 PV Class B Stock	04/14/2005		M		2,563	A	\$ 2.594	45,978	D	
\$.01 PV Class B	04/14/2005		M		4,472	A	\$ 5.159	50,450	D	

Edgar Filing: ASTRONICS CORP - Form 4/A

Stock

\$.01 PV
Common
Stock

6,114

I

By Spouse
(1)

\$.01 PV
Class B
Stock

3,064

I

By Spouse
(1)

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 (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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
\$.01 PV Com 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	11,183

					Stk	
					\$.01	
Option	\$ 6.146	01/18/2001	01/18/2010	PV	4,193	
				Cl B		
				Stk		
					\$.01	
Option	\$ 12.266	04/26/2002	04/26/2011	PV	10,313	
				Com		
				Stk		
					\$.01	
Option	\$ 12.266	04/26/2002	04/26/2011	PV	2,578	
				Cl B		
				Stk		
					\$.01	
Option	\$ 10.221	01/25/2003	01/25/2012	PV	11,555	
				Com		
				Stk		
					\$.01	
Option	\$ 5.328	01/24/2004	01/24/2013	PV	33,547	
				Com		
				Stk		
					\$.01	
Option	\$ 5.49	02/19/2005	02/19/2014	PV	40,800	
				Com		
				Stk		
					\$.01	
Option	\$ 5.09	12/14/2005	12/14/2014	PV	44,000	
				Com		
				Stk		
					\$.01	
Option	\$ 6.5	02/18/2006	02/18/2015	PV	20,000	
				Com		
				Stk		

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

04/19/2005

__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).

(1) Mr. Gundermann disclaims any beneficial interest in the shares owned by his wife.

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.