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

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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Ty	pe Response	es)																		
1. Name and Address of Reporting Person *- GUNDERMANN PETER J			2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO]							5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner									
(Last) (First) (Middle) 130 COMMERCE WAY				3. Date of Earliest Transaction (Month/Day/Year) 02/19/2004							-			ive title below)		Other (specify b	elow)			
(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						e)
EAST A	URORA, N	IY 14052											-	Fo	orm filed by	y More than O	ne Reporting Pe	rson		
(City) (State) (Zip)					Table I - Non-Derivative Securities Acquir								red,	Dispose	d of, or Be	neficially O	wned			
(Instr. 3)			2. Transaction Date (Month/Day/Year		2A. Deemed Execution Da any (Month/Day/		te, if Cod		Code Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4 and 5)		H	1 5. Amount of Securities Beneficially Owned Follow Reported Transaction(s) (Instr. 3 and 4)		lowing	Form: Direct (D) or Indirect		Nature Indirect neficial vnership str. 4)	
								C	ode	V	Amou	nt (A) or Pr	rice					(I) (Instr. 4)		
\$.01 Par	Value Com	nmon Stock											Ģ	93,0)48			D		
\$.01 Par	Value Clas	s B Stock												43,4	115			D		
\$.01 Par	Value Com	nmon Stock											6	6,11	4			I	*B Sp (1)	ouse
\$.01 Par	\$.01 Par Value Class B Stock											3	3,064			I	*B Sp (1)	ouse		
1. Title of	2. Conversion	3. Transaction		(e.g	., puts, 6	calls	5. Nu	ant	s, or	form ed, Dis otions,	posed of conver	n this form ys a curren of, or Benefic tible securition isable and	cially es)	valid y Ow Title	vned	8. Price of		of 10.	ship	11. Nature
Security (Instr. 3)		(Month/Day/Year			Code	Code (Instr. 8) De: (Instr. 8) Sec (A) Dis (D) (Instr. 8)		erivative curities equired) or sposed of) sstr. 3, 4, d 5)		-	anton Date th/Day/Year)		Un Sec	Amount of Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	y Form of Derivation Security Direct or India	of tive ty: (D) rect	Beneficial Ownership (Instr. 4)
					Code	v	(A))	(D)	Date Exerci	sable	Expiration Date	Tit	ile l	or Number of Shares					
Option	\$ 2.594									12/20	/1997	12/20/2006	\$.0 P' Co St	V	6,834		6,834	D		
Option	\$ 2.594									12/20	/1997	12/20/2006	\$.0 P' Cl St	V B	2,563		2,563	D		
Option	\$ 5.159									01/18	/2000	01/18/2009	\$.0 P' Co St	V om	11,928		11,928	D		
Option	\$ 5.159									01/18	/2000	01/18/2009	\$.0 P' Cl St	V B	4,472		4,472	D		
Option	\$ 6.146									01/18	/2001	01/18/2010	\$.0 P' Co St	V om	11,183		11,183	D		
Option	\$ 6.146									01/18	/2001	01/18/2010	\$.0 P' Cl	V	4,193		4,193	D		

								Stk					
Option	\$ 12.266					04/26/2002	04/26/2011	\$.01 PV Com Stk	10,313		10,313	D	
Option	\$ 12.266					04/26/2002	04/26/2011	\$.01 PV Cl B Stk	2,578		2,578	D	
Option	\$ 10.221					01/25/2003	01/25/2012	\$.01 PV Com Stk	11,555		11,555	D	
Option	\$ 5.328					01/24/2004		\$.01 PV Com Stk	33,547		33,547	D	
Option	\$ 5.49	02/19/2004	A	4	10,800	02/19/2005		\$.01 PV Com Stk	40,800	\$ 5.49	40,800	D	

Reporting Owners

D (O N /AII	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
GUNDERMANN PETER J									
130 COMMERCE WAY	X								
EAST AURORA, NY 14052									

Signatures

/s/John B. Drenning, as Power of Attorney for PETER J. GUNDERMANN	02/19/2004		
**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.