

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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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 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President/CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/14/2005			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
130 COMMERCE WAY			4. If Amendment, Date Original Filed (Month/Day/Year) 04/18/2005					
(Street) EAST AURORA, NY 14052			4. If Amendment, Date Original Filed (Month/Day/Year) 04/18/2005			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 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 Stock	04/14/2005		M		4,472	A	\$ 5.159	50,450	D	
\$.01 PV Common Stock								6,114	I	By Spouse (I)
\$.01 PV Class B Stock								3,064	I	By Spouse (I)

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

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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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		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	\$ 0	0	D	
\$.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	\$ 0	0	D	

\$.01 PV Com Stk	\$ 5.159	04/14/2005		M			11,928	01/18/2000	01/18/2009	\$.01 PV Com Stk	11,928	\$ 0	0	D
\$.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	\$ 0	0	D
Option	\$ 6.146							01/18/2001	01/18/2010	\$.01 PV Com Stk	11,183		11,183	D
Option	\$ 6.146							01/18/2001	01/18/2010	\$.01 PV Cl B Stk	4,193		4,193	D
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	01/24/2013	\$.01 PV Com Stk	33,547		33,547	D
Option	\$ 5.49							02/19/2005	02/19/2014	\$.01 PV Com Stk	40,800		40,800	D
Option	\$ 5.09							12/14/2005	12/14/2014	\$.01 PV Com Stk	44,000		44,000	D
Option	\$ 6.50							02/18/2006	02/18/2015	\$.01 PV Com Stk	20,000		20,000	D

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
<small>**Signature of Reporting Person</small>		<small>Date</small>

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.

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