

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 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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/25/2012			PRESIDENT/CEO		
130 COMMERCE WAY			4. If Amendment, Date Original Filed (Month/Day/Year)			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		
(Street) EAST AURORA, NY 14052								
(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	07/25/2012		M		3,833	D	\$ 29.2	35,692	D	
\$.01 PV COMMON STOCK	07/25/2012		M		12,750	A	\$ 3.99	48,442	D	
\$.01 PV CLASS B STOCK	07/25/2012		M		15,300	A	\$ 3.99	154,968	D	

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	(A)	(D)	Date Exercisable	Expiration Date					
OPTION	\$ 3.87							01/24/2004	01/24/2013	\$.01 PV COM STK	23,063	23,063	D	
OPTION	\$ 3.99	07/25/2012		M		12,750		02/19/2005	02/19/2014	\$.01 PV COM STK	\$ 3.99	40,800	28,050	D
OPTION	\$ 3.99	07/25/2012		M		15,300		02/19/2005	02/19/2014	\$.01 PV CL B STK	\$ 3.99	15,300	0	D
OPTION	\$ 3.7							12/14/2005	12/14/2014	\$.01 PV COM STK		44,000	44,000	D
OPTION	\$ 3.7							12/14/2005	12/14/2014	\$.01 PV CL B STK		16,500	16,500	D
OPTION	\$ 4.73							02/18/2006	02/18/2015	\$.01 PV COM STK		20,000	20,000	D
										\$.01				

OPTION	\$ 4.73							02/18/2006	02/18/2015	PV CL B STK	7,500		7,500	D	
OPTION	\$ 7.15							12/13/2006	12/13/2015	\$.01 PV COM STK	25,000		25,000	D	
OPTION	\$ 7.15							12/13/2006	12/13/2015	\$.01 PV CL B STK	9,375		9,375	D	
OPTION	\$ 12.63							12/12/2007	12/12/2016	\$.01 PV COM STK	14,460		14,460	D	
OPTION	\$ 12.63							12/12/2007	12/12/2016	\$.01 PV CL B STK	5,422		5,422	D	
OPTION	\$ 28.95							12/19/2008	12/19/2017	\$.01 PV COM STK	6,680		6,680	D	
OPTION	\$ 28.95							12/19/2008	12/19/2017	\$.01 PV CL B STK	2,505		2,505	D	
OPTION	\$ 7.16							12/09/2009	12/09/2018	\$.01 PV COM STK	37,440		37,440	D	
OPTION	\$ 7.16							12/09/2009	12/09/2018	\$.01 PV CL B STK	3,744		3,744	D	
OPTION	\$ 7.15							12/03/2010	12/03/2019	\$.01 PV COM STK	37,480		37,480	D	
OPTION	\$ 7.15							12/03/2010	12/03/2019	\$.01 PV CL B STK	3,748		3,748	D	
OPTION	\$ 19.33							12/02/2011	12/02/2020	\$.01 PV COM STK	14,700		14,700	D	
OPTION	\$ 19.33							12/02/2011	12/02/2020	\$.01 PV CL B STK	1,470		1,470	D	
OPTION	\$ 34.24							12/01/2012	12/01/2021	\$.01 PV COM STK	10,700		10,700	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		07/27/2012
		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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