

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 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) 10/01/2012					
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 (1)	10/01/2012		A		860	A	\$ 23.76	49,302	D	
\$.01 PV CLASS B STOCK								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		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						02/19/2005	02/19/2014	\$.01 PV COM STK	28,050	28,050	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	
OPTION	\$ 4.73						02/18/2006	02/18/2015	\$.01 PV CL B STK	7,500	7,500	D	
OPTION	\$ 7.15						12/13/2006	12/13/2015	\$.01 PV	25,000	25,000	D	

OPTION	\$ 7.15									COM STK PV CL B STK	9,375		9,375	D	
OPTION	\$ 12.63									\$.01 PV COM STK	14,460		14,460	D	
OPTION	\$ 12.63									\$.01 PV CL B STK	5,422		5,422	D	
OPTION	\$ 28.95									\$.01 PV COM STK	6,680		6,680	D	
OPTION	\$ 28.95									\$.01 PV CL B STK	2,505		2,505	D	
OPTION	\$ 7.16									\$.01 PV COM STK	37,440		37,440	D	
OPTION	\$ 7.16									\$.01 PV CL B STK	3,744		3,744	D	
OPTION	\$ 7.15									\$.01 PV COM STK	37,480		37,480	D	
OPTION	\$ 7.15									\$.01 PV CL B STK	3,748		3,748	D	
OPTION	\$ 19.33									\$.01 PV COM STK	14,700		14,700	D	
OPTION	\$ 19.33									\$.01 PV CL B STK	1,470		1,470	D	
OPTION	\$ 34.24									\$.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		10/01/2012
<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) Acquired shares via exercise of subscription agreement under employee stock purchase plan.

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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