

# 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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/10/2013			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)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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								49,302	D	
\$.01 PV CLASS B STOCK	10/10/2013		J(1)		46,982	A	\$ 0	232,590	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	\$ 2.68							12/14/2005	12/14/2014	\$.01 PV COM STK	17,682	17,682	D	
OPTION	\$ 2.68	10/10/2013		J(1)		7,862		12/14/2005	12/14/2014	\$.01 PV CL B STK	29,489	\$ 0	29,489	D
OPTION	\$ 3.43							02/18/2006	02/18/2015	\$.01 PV COM STK	8,450		8,450	D
OPTION	\$ 3.43	10/10/2013		J(1)		3,669		02/18/2006	02/18/2015	\$.01 PV CL B STK	13,562	\$ 0	13,562	D
OPTION	\$ 5.18							12/13/2006	12/13/2015	\$.01 PV COM STK	13,484		13,484	D
OPTION	\$ 5.18	10/10/2013		J(1)		5,258		12/13/2006	12/13/2015	\$.01 PV CL B STK	18,062	\$ 0	18,062	D
OPTION	\$ 9.15							12/12/2007	12/12/2016	\$.01 PV COM STK	9,788		9,788	D

OPTION	\$ 9.15	10/10/2013		J(1)	3,498	12/12/2007	12/12/2016	\$.01 PV CL B STK	11,202	\$ 0	11,202	D	
OPTION	\$ 20.98					12/19/2008	12/19/2017	\$.01 PV COM STK	6,680		6,680	D	
OPTION	\$ 20.98	10/10/2013		J(1)	2,113	12/19/2008	12/19/2017	\$.01 PV CL B STK	5,996	\$ 0	5,996	D	
OPTION	\$ 5.19					12/09/2009	12/09/2018	\$.01 PV COM STK	37,440		37,440	D	
OPTION	\$ 5.19	10/10/2013		J(1)	9,472	12/09/2009	12/09/2018	\$.01 PV CL B STK	19,394	\$ 0	19,394	D	
OPTION	\$ 5.18					12/03/2010	12/03/2019	\$.01 PV COM STK	37,480		37,480	D	
OPTION	\$ 5.18	10/10/2013		J(1)	9,482	12/03/2010	12/03/2019	\$.01 PV CL B STK	19,414	\$ 0	19,414	D	
OPTION	\$ 14.01					12/02/2011	12/02/2020	\$.01 PV COM STK	14,700		14,700	D	
OPTION	\$ 14.01	10/10/2013		J(1)	3,719	12/02/2011	12/02/2020	\$.01 PV CL B STK	7,615	\$ 0	7,615	D	
OPTION	\$ 24.81					12/01/2012	12/01/2021	\$.01 PV COM STK	10,700		10,700	D	
OPTION	\$ 24.81	10/10/2013		J(1)	2,461	12/01/2012	12/01/2021	\$.01 PV CL B STK	4,066	\$ 0	4,066	D	
OPTION	\$ 16.79					11/29/2013	11/29/2022	\$.01 PV COM STK	18,700		18,700	D	
OPTION	\$ 16.79	10/10/2013		J(1)	3,740	11/29/2013	11/29/2022	\$.01 PV CL B STK	3,740	\$ 0	3,740	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	10/11/2013
<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)** Shares issued pursuant to a one-for-five distribution of Class B stock to holders of both Common and Class B stock on the record date of October 10, 2013.

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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