FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*	2. Issuer Name	and Ticker or	Trading	Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
GUNDERMANN PETER J.	AST	RONICS	s coi	RPOR A	TION (ATRO	X	Director		10% Owner					
GONDERMANN TETERO.	ASTRONICS CORPORATION (ATRO)							Officer (give title below)		Other (specify below)				
(Last) (First) (Middle) 130 Commerce Way	3. I.R.S. Identi Number of R Person, if an (Voluntary)	eporting		4. Statement f Month/Day)2	7. Individual or Joint/Group Filing (Check Applicable Line)							
			-	5. If Amendment,				Form filed by One Reporting Person						
(Street)				Date of Original (Month/Day/Year)				Form filed by More than One Reporting Person						
East Aurora, NY 14052	<u> </u>													
(City) (State) (Zip)	Table I ¼ Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1. Title of Security (Instr. 3)	2. Transaction Date	action Deemed action Date Execution Cod		ction or Disposed of (D)					5. Amount of Securities Beneficially Owned Following	6. Owner- ship Form: Direct (D) or	7. Nature of Indirect Beneficial Owner- ship			
	(Month/ Day/ Year)	(Month/ Day/ Year)	Code	e V	Amount	(A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)			
\$.01 Par Value Common Stock	09/24/02		M	v	16,500	A		1.48	93,048	D				
\$.01 Par Value Class B Stock	09/24/02		M	v	6,186	A		1.20	43,415	D				
\$01 Par Value Common Stock									6,114	l I	*By Spouse			
\$.01 Par Value Class B Stock									3,06-	I	*By Spouse			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Over) SEC 1474 (9-02)

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FORM 4 (continued)	Table II ½ 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)	action Date (Month/	action Date (Month/	action Date (Month/	action Date (Month/	3A. Deemed Execution Date, if any (Month/	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/Dayear)	1	7. Title and Amount of Underlying Securitie (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity	9. Number of deriv- ative Secur- ities Bene-	10. Owner- ship Form of Deri- vative Security: Direct	11. Nature of Indirect Benefi- cial Owner-
			Day/ Year)	Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	(Instr. 5)	ficially Owned Following Reported Transaction(s) (Instr. 4)	(D) or Indirect (I) (Instr. 4)	ship (Instr. 4)			
Option**	\$1.53	09/24/02		M	v		5,500	12/21/94	12/21/03	\$.01 PV Com Stk	5,500		0					
Option**	\$1.53	09/24/02		M	v		2,062	12/21/94	12/21/03	\$.01 PV Cl B Stk	2,062		0					
Option**	\$1.06	09/24/02		M	v		5,500	12/20/95	12/20/04	\$.01 PV Com Stk	5,500		0					
Option**	\$1.06	09/24/02		M	v		2,062	12/20/95	12/20/04	\$.01 PV Cl B Stk	2,062		0					
Option**	\$1.86	09/24/02		M	v		5,500	12/28/96	12/28/05	\$.01 PV Com Stk	5,500		0					
Option**	\$1.86	09/24/02		M	v		2,062	12/28/96	12/28/05	\$.01 PV Cl B Stk	2,062		0					
Option**	\$3.22							12/20/97	12/20/06	\$.01 PV Com Stk	5,500		5,500	D				
Option**	\$3.22							12/20/97	12/20/06	\$.01 PV Cl B Stk	2,062		2,062	D				
									İ	i	i							

^{*} If the form is filed by more than one reporting personsee Instruction 4(b)(v).

Explanation of Responses:

*Mr. Gundermann disclaims any beneficial interest in the shares held by his wife.

**Granted pursuant to Stock Option Plan

/s/ C. Anthony Rider, as Power of Attorney for PETER J. GUNDERMANN

9/24/02

**Signature of Reporting Person

Date

C. Anthony Rider, as Power of Attorney for PETER J. GUNDERMANN

** 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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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB
APPROVAL
OMB
Number: 32350287
Expires: January
31, 2005
Estimated
average burden
hours per
response........0.5

(Print or Type Responses)

1. Name and Address of Reporting Person*	2. Issuer Nan	me and Ticker	or Trad	ing Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
GUNDERMANN PETER J.	AST	ASTRONICS CORPORATION (ATRO)									10% Owner				
CONDERMANN LETER 9.	normon contonition (ATRO)							Officer (give title below)			Other (specify below)				
(Last) (First) (Middle) 130 Commerce Way	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Day/Year September 24, 2002 5. If Amendment, Date of Original				7. Individual or Joint/Group Filing (Check Applicable Line)							
								X Form filed by One Reporting Person							
(Street)				(Month/Da				Form filed by More than One Reporting Person							
East Aurora, NY 14052															
(City) (State) (Zip)	Table I ¼ Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
1. Title of Security (Instr. 3)	2. Trans- action Date	2A. Deemed Execution Date, if any	Deemed action Execution Cod Date, if (Inst		4. Securities Acquire or Disposed of (D (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following		6. Owner- ship Form: Direct (D) or	7. Nature of Indirect Beneficial Owner- ship			
	(Month/ Day/ Day/ Year) Year)		Cod	le V	Amount	(A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		Indirect (I) (Instr. 4)	(Instr. 4)			

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

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(Over) SEC 1474 (9-02)

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FORM 4 (continued)	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)	sion or Exercise Price of Deri- vative	3. Trans- action Date (Month/ Day/	3A. Deemed Execution Date, if any	4. Trans- action Code (Instr.8)	ative Sec quired (A posed of	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		у/	7. Title and Amount of Underlying Securitie (Instr. 3 and 4)		8. Price of Deriv- ative Secur- ity	9. Number of deriv- ative Secur- ities Bene-	10. Owner- ship Form of Deri- vative Security:	11. Nature of Indirect Benefi- cial Owner-
	Security	Year)	(Month/ Day/								(Instr. 5)	ficially Owned	Direct (D) or	ship (Instr. 4)

		Year)	Code	v	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	Following Reported Transaction(s) (Instr. 4)	Indirect (I) (Instr. 4)	
Option**	\$6.41						01/18/00	01/18/09	\$.01 PV Com Stk	9,600	9,600	D	
Option**	\$6.41						01/18/00	01/18/09	\$.01 PV Cl B Stk	3,600	3,600	D	
Option**	\$7.64						01/18/01	01/18/10	\$.01 PV Com Stk	9,000	9,000	D	
Option**	\$7.64						01/18/01	01/18/10	\$.01 PV Cl B Stk	3,375	3,375	D	
Option**	\$15.24						04/26/02	04/26/11	\$.01 PV Com Stk	8,300	8,300	D	
Option**	\$15.24						04/26/02	04/26/11	\$.01 PV Cl B Stk	2,075	2,075	D	
Option**	\$12.70						1/25/03	01/25/12	\$.01 PV Com Stk	9,300	9,300	D	

Explanation of Responses:

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/s/ C. Anthony Rider, as Power of Attorney for PETER J. GUNDERMANN

**Signature of Reporting Person

C. Anthony Rider, as Power of Attorney for PETER J. GUNDERMANN

9/24/02

Date

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^{**}Granted pursuant to Stock Option Plan