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
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response.......0.5

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	g Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
GUNDERMANN PETER J.	AST	ASTRONICS CORPORATION (ATRO)								10% Owner				
GONDERMANN PETER 3.	ASI									Other (specify below)	'			
(Last) (First) (Middle) 130 Commerce Way	3. I.R.S. Identi Number of R Person, if an (Voluntary)	eporting		Statement f Month/Day Jai		3	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 !	Form filed by More than One Reporting Person					
East Aurora, NY 14052														
(City) (State) (Zip)				Table I	3/4 Non-Derivative S	ecurities Acc	quired, D	isposed of, or Be	neficially Owned					
1. Title of Security (Instr. 3)	2. Transaction Date	action Deemed act Date Execution Co		ion	4. Securities Acquir or Disposed of (I (Instr. 3, 4 and 5)	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)		Coo	de V	Amount	(A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)			
S.01 Par Value Common Stock									93,0	48 D				
S.01 Par Value Class B Stock									43,4	15 D				
\$.01 Par Value Common Stock									6,1	14 I	*By Spouse			
S.01 Par Value Class B Stock									3,0	64 I	*By Spouse			
Domindon Domoto o constalina for solution of consisting														

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)

1 of 4

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	action De Ex Da (Month/ Day/ Year) [1]	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr.8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exer- cisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (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			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)	Direct (D) or Indirect (I) (Instr. 4)	ship (Instr. 4)
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	

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

ехріанаціон от кезроняез.

- *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

January 27, 2003

*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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

2 of 4

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

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

31, 2005 Estimated average burden hours per ...0.5 response..

OMB APPROVAL OMB

Number: 3235-

Expires: January

(Print or Type Responses)

(1 lint of Type Responses)	1						11							
Name and Address of Reporting Person*	2. Issuer Na	me and Ticker	or Tradin	g Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
GUNDERMANN PETER J.	AS	TRONIC	S CO	RPORA	TION (ATR	0)	X	Director		1	10% Owner			
		ASTRONICS CORPORATION (ATRO)							Officer (give title below)		Other (specify below)			
(Last) (First) (Middle) 130 Commerce Way	Number of Person, if	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			or /Year nuary 27, 200	3	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 Rep	porting Perso	on			
East Aurora, NY 14052														
(City) (State) (Zip)				Table l	1 ¾ Non-Derivative	Securities Ac	cquired, E	isposed of, or B	eneficially Owner	d				
1. Title of Security (Instr. 3)	2. Trans- action Date	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans action Code (Instr	n	4. Securities Acquir 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/ Year)		Code	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.

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

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)

3 of 4

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)	2. Conversion or Exercise Price of Derivative	3. Trans- action Date (Month/ Day/	3A. Deemed Execution Date, if any (Month/	4. Trans- action 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 Deriv- ative Secur- ity (Instr. 5)	9. Number of deriv- ative Secur- ities Bene-	10. Owner-ship Form of Deri-vative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Benefi- cial Owner-					
	Security	Year)	(Month/ Day/ Year)						ficially Owned Follow- ing		ship (Instr. 4)					

			Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	Reported Trans- action(s) (Instr. 4)	(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 CI 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						01/25/03	01/25/12	\$.01 PV Com Stk	9,300	9,300	D	
Option**	\$6.62	01/24/03	A	V	27,000		12/24/03	01/24/13	\$.01 PV Com Stk	27,000	27,000	D	

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

January 27, 2003

Date

** 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

**Signature of Reporting Person

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