

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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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) 12/09/2008		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								109,911	D	
\$.01 PV CLASS B STOCK								90,540	D	
\$.01 PV COMMON STOCK								6,114	I	BY SPOUSE (1)
\$.01 PV CLASS B STOCK								5,358	I	BY SPOUSE (1)

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	\$ 4.917						01/18/2001	01/18/2010	\$.01 PV COM STK	11,183	11,183	D	
OPTION	\$ 4.917						01/18/2001	01/18/2010	\$.01 PV CL B STK	8,037	8,037	D	
OPTION	\$ 9.813						04/26/2002	04/26/2011	\$.01 PV COM STK	10,313	10,313	D	
OPTION	\$ 9.813						04/26/2002	04/26/2011	\$.01 PV CL B STK	5,801	5,801	D	
OPTION	\$ 8.178						01/25/2003	01/25/2012	\$.01 PV COM STK	11,555	11,555	D	
OPTION	\$ 8.178						01/25/2003	01/25/2012	\$.01 PV	2,889	2,889	D	

OPTION	\$ 4.263							01/24/2004	01/24/2013	CL B STK \$.01 PV COM STK	33,547		33,547	D	
OPTION	\$ 4.263							01/24/2004	01/24/2013	\$.01 PV CL B STK	8,386		8,386	D	
OPTION	\$ 4.392							02/19/2005	02/19/2014	\$.01 PV COM STK	40,800		40,800	D	
OPTION	\$ 4.392							02/19/2005	02/19/2014	\$.01 PV CL B STK	10,200		10,200	D	
OPTION	\$ 4.072							12/14/2005	12/14/2014	\$.01 PV COM STK	44,000		44,000	D	
OPTION	\$ 4.072							12/14/2005	12/14/2014	\$.01 PV CL B STK	11,000		11,000	D	
OPTION	\$ 5.2							02/18/2006	02/18/2015	\$.01 PV COM STK	20,000		20,000	D	
OPTION	\$ 5.2							02/18/2006	02/18/2015	\$.01 PV CL B STK	5,000		5,000	D	
OPTION	\$ 7.864							12/13/2006	12/13/2015	\$.01 PV COM STK	25,000		25,000	D	
OPTION	\$ 7.864							12/13/2006	12/13/2015	\$.01 PV CL B STK	6,250		6,250	D	
OPTION	\$ 13.888							12/12/2007	12/12/2016	\$.01 PV COM STK	14,460		14,460	D	
OPTION	\$ 13.888							12/12/2007	12/12/2016	\$.01 PV CL B STK	3,615		3,615	D	
OPTION	\$ 31.848							12/19/2008	12/19/2017	\$.01 PV COM STK	6,680		6,680	D	
OPTION	\$ 31.848							12/19/2008	12/19/2017	\$.01 PV CL B STK	1,670		1,670	D	
OPTION (2)	\$ 7.88	12/09/2008			A	37,440		12/09/2009	12/09/2018	\$.01 PV COM STK	37,440	\$ 7.88	37,440	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

12/10/2008

Signature of Reporting Person

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).

(1) MR. GUNDERMANN DISCLAIMS ANY BENEFICIAL INTEREST IN THE SHARES OWNED BY HIS WIFE.

(2) Granted pursuant to the Company's 2001 Key Employee Stock Option 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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