

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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### 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>GUNDERMANN PETER J</b>		2. Issuer Name and Ticker or Trading Symbol <b>ASTRONICS CORP [ATRO]</b>		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) <b>PRESIDENT/CEO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2014		
130 COMMERCE WAY			4. If Amendment, Date Original Filed(Month/Day/Year) 12/15/2014		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	12/12/2014		M		17,682	A	\$ 2.24	66,984	D	
\$.01 PV COMMON STOCK	12/12/2014		F		22,203	D	\$ 46.89	44,781	D	
\$.01 PV CLASS B STOCK	12/12/2014		M		38,924	A	\$ 2.24	327,892	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	Title	Amount or Number of Shares				
OPTION	\$ 2.24	12/12/2014		M		17,682		12/14/2005	12/14/2014	\$.01 PV COM STK	17,682	\$ 2.24	0	D	
OPTION	\$ 2.24	12/12/2014		M		38,924		12/14/2005	12/14/2014	\$.01 PV CL B STK	38,924	\$ 2.24	0	D	
OPTION	\$ 2.86							02/18/2006	02/18/2015	\$.01 PV COM STK	8,450		8,450	D	
OPTION	\$ 2.86							02/18/2006	02/18/2015	\$.01 PV CL B STK	17,963		17,963	D	
OPTION	\$ 4.32							12/13/2006	12/13/2015	\$.01 PV COM STK	13,484		13,484	D	

OPTION	\$ 4.32							12/13/2006	12/13/2015	\$.01 PV CL B STK	24,371		24,371	D	
OPTION	\$ 7.62							12/12/2007	12/12/2016	\$.01 PV COM STK	9,788		9,788	D	
OPTION	\$ 7.62							12/12/2007	12/12/2016	\$.01 PV CL B STK	15,400		15,400	D	
OPTION	\$ 17.48							12/19/2008	12/19/2017	\$.01 PV COM STK	4,968		4,968	D	
OPTION	\$ 17.48							12/19/2008	12/19/2017	\$.01 PV CL B STK	8,189		8,189	D	
OPTION	\$ 4.33							12/09/2009	12/09/2018	\$.01 PV COM STK	35,451		35,451	D	
OPTION	\$ 4.33							12/09/2009	12/09/2018	\$.01 PV CL B STK	30,363		30,363	D	
OPTION	\$ 4.32							12/03/2010	12/03/2019	\$.01 PV COM STK	37,480		37,480	D	
OPTION	\$ 4.32							12/03/2010	12/03/2019	\$.01 PV CL B STK	30,794		30,794	D	
OPTION	\$ 11.67							12/02/2011	12/02/2020	\$.01 PV COM STK	14,700		14,700	D	
OPTION	\$ 11.67							12/02/2011	12/02/2020	\$.01 PV CL B STK	12,078		12,078	D	
OPTION	\$ 20.68							12/01/2012	12/01/2021	\$.01 PV COM STK	10,700		10,700	D	
OPTION	\$ 20.68							12/01/2012	12/01/2021	\$.01 PV CL B STK	7,019		7,019	D	
OPTION	\$ 13.99							11/29/2013	11/29/2022	\$.01 PV COM STK	18,700		18,700	D	
OPTION	\$ 13.99							11/29/2013	11/29/2022	\$.01 PV CL B STK	8,228		8,228	D	
OPTION	\$ 43.28							12/11/2014	12/11/2023	\$.01 PV COM STK	8,300		8,300	D	

OPTION	\$ 43.28						12/11/2014	12/11/2023	\$.01 PV CL B STK	1,660		1,660	D	
OPTION	\$ 46.89	12/11/2014		A (1)		10,100	12/11/2015	12/11/2024	\$.01 PV COM STK	10,100	\$ 0	10,100	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		12/24/2014
<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) Granted pursuant to the Company's 2011 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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