

# 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

## 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>Hedges Nancy L</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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Principal Accounting Officer</b>		
(Last) <b>130</b>	(First) <b>COMMERCE</b>	(Middle) <b>WAY</b>	3. Date of Earliest Transaction (Month/Day/Year) <b>02/26/2021</b>					
(Street) <b>EAST AURORA, NY 14052</b>			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		
(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								1,570	D	
\$.01 PV Class B Stock								458	D	

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.**

SEC 1474 (9-02)

**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	\$ 30.83							12/11/2015	12/11/2024	\$.01 PV COM STK		1,120	D	
Option	\$ 30.83							12/11/2015	12/11/2024	\$.01 PV CL B STK		583	D	
Option	\$ 27.72							12/03/2016	12/03/2025	\$.01 PV COM STK		1,400	D	
Option	\$ 27.72							12/03/2016	12/03/2025	\$.01 PV CL B STK		452	D	
Option	\$ 31.76							12/14/2017	12/14/2026	\$.01 PV COM STK		1,520	D	

Option	\$ 31.76						12/14/2017	12/14/2026	\$.01 PV CL B STK	228		228	D
Restricted Stock Unit	(1)						(2)	(2)	\$.01 PV COM STK	1,000		1,000	D
Restricted Stock Unit	(3)						(2)	(2)	\$.01 PV CL B STK	150		150	D
Restricted Stock Unit	(1)						(4)	(4)	\$.01 PV COM STK	2,000		2,000	D
Restricted Stock Unit	(1)						(5)	(5)	\$.01 PV COM STK	3,675		3,675	D
Restricted Stock Unit	(1)	02/26/2021		A		416	(6)	(6)	\$.01 PV COM STK	416	\$ 0	416	D
Restricted Stock Unit	(1)	02/26/2021		A		4,440	(7)	(7)	\$.01 PV COM STK	4,440	\$ 0	4,440	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hedges Nancy L 130 COMMERCE WAY EAST AURORA, NY 14052			Principal Accounting Officer	

## Signatures

/S/JULIE DAVIS, as Power of Attorney for Nancy L. Hedges	03/02/2020
<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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (2) These restricted stock units are scheduled to vest 100% on March 1, 2021.
- (3) Each restricted stock unit represents the right to receive, at settlement, one share of Class B stock.
- (4) These restricted stock units are scheduled to vest 100% on February 26, 2022.
- (5) These restricted stock units are scheduled to vest 100% on February 28, 2023.
- (6) These restricted stock units vest ratably on each anniversary of the grant date over three years.
- (7) These restricted stock units are scheduled to vest 100% on February 26, 2024

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.