

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 * Hedges Nancy L			2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO]			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) Principal Accounting Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2022					
130 COMMERCE WAY								
(Street)			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		
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							6,700	D		
\$.01 PV Class B Stock							607	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)					
OPTION	\$ 30.83						12/11/2015	12/11/2024	\$.01 PV COM STK	1,120	1,120	D	
Option	\$ 30.83						12/11/2015	12/11/2024	\$.01 PV CL B STK	583	583	D	
Option	\$ 27.72						12/03/2016	12/03/2025	\$.01 PV COM STK	1,400	1,400	D	
Option	\$ 27.72						12/03/2016	12/03/2025	\$.01 PV CL B STK	452	452	D	
Option	\$ 31.76						12/14/2017	12/14/2026	\$.01 PV COM STK	1,520	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	2,000		2,000	D	
Restricted Stock Unit	(1)						(3)	(3)	\$.01 PV COM STK	3,675		3,675	D	
Restricted Stock Unit	(1)						(4)	(4)	\$.01 PV COM STK	416		416	D	
Restricted Stock Unit	(1)						(5)	(5)	\$.01 PV COM STK	4,440		4,440	D	
Restricted Stock Unit	(1)	02/24/2022		A	5,500		(6)	(6)	\$.01 PV COM STK	5,500	\$ 0	5,500	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	02/28/2022
<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 February 26, 2022.
- (3) These restricted stock units are scheduled to vest 100% on February 28, 2023.
- (4) These restricted stock units vest ratably on each anniversary of the grant date over three years.
- (5) These restricted stock units are scheduled to vest 100% on February 26, 2024.
- (6) These restricted stock units are scheduled to vest 100% on February 24, 2025.

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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