

# 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*<br>Hedges Nancy L |         |          | 2. Issuer Name and Ticker or Trading Symbol<br>ASTRONICS CORP [ATRO]                    |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>Principal Accounting Officer |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/11/2022                          |  |  |   |  |  |
| 130 COMMERCE WAY   |         |          |   |  |  |   |  |  |
| (Street)   |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| EAST AURORA, NY 14052                                      |         |          |   |  |  |   |  |  |
| (City) (State) (Zip)                                       |         |          | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |   |  |  |

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|---|---|-----------------------------------|---|--|------------|----------|--|---|--|
|                                    |   |   | Code                              | V | Amount   | (A) or (D) | Price    |  |   |  |
| \$.01 PV Common Stock              | 03/11/2022                              |   | M                                 |   | 2,000  | A          | \$ 0     | 8,700  | D   |  |
| \$.01 PV Common Stock              | 03/11/2022                              |   | F(1)                              |   | 786  | D          | \$ 13.18 | 7,914  | D   |  |
| \$.01 PV Common Stock              | 03/11/2022                              |   | M                                 |   | 139  | A          | \$ 0     | 8,053  | D   |  |
| \$.01 PV Common Stock              | 03/11/2022                              |   | F(1)                              |   | 55   | D          | \$ 13.18 | 7,998  | D   |  |
| \$.01 PV Common Stock              | 03/04/2022                              |   | J(2)                              |   | 525.582  | A          | \$ 0     | 8,523.582  | D   |  |
| \$.01 PV Class B Stock             |   |   |                                   |   |  |            |          | 607  | 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.

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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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |            | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                 | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(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           |   | 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<br>PV<br>COM<br>STK  | 1,520 |      | 1,520 | D |  |
| Option                      | \$ 31.76 |            |  |   |  |       | 12/14/2017 | 12/14/2026 | \$.01<br>PV<br>CL B<br>STK | 228   |      | 228   | D |  |
| Restricted<br>Stock<br>Unit | (3)      | 03/11/2022 |  | M |  | 2,000 | (4)        | (4)        | \$.01<br>PV<br>COM<br>STK  | 2,000 | \$ 0 | 0     | D |  |
| Restricted<br>Stock<br>Unit | (3)      |            |  |   |  |       | (5)        | (5)        | \$.01<br>PV<br>COM<br>STK  | 3,675 |      | 3,675 | D |  |
| Restricted<br>Stock<br>Unit | (3)      | 03/11/2022 |  | M |  | 139   | (6)        | (6)        | \$.01<br>PV<br>COM<br>STK  | 416   | \$ 0 | 277   | D |  |
| Restricted<br>Stock<br>Unit | (3)      |            |  |   |  |       | (7)        | (7)        | \$.01<br>PV<br>COM<br>STK  | 4,440 |      | 4,440 | D |  |
| Restricted<br>Stock<br>Unit | (3)      |            |  |   |  |       | (8)        | (8)        | \$.01<br>PV<br>COM<br>STK  | 5,500 |      | 5,500 | D |  |

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| /S/JULIE DAVIS, as Power of Attorney for Nancy L. Hedges                            | 03/15/2022 |
|  | 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) Shares withheld by Astronics Corp. to satisfy applicable withholding tax upon vesting of restricted stock units.
- (2) Reflects issuer's contribution to the reporting person's account in the issuer stock fund included in the issuer's 401(k) plan. The shares are held in the 401(k) account.
- (3) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (4) These restricted stock units vested 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.
- (8) 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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