SEC Form 4

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

☐ 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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person *
PEABODY MARK

(Last) (First) (Middle)
130 COMMERCE WAY

(Street)
EAST AURORA NY 14052

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
Director
10% Owner
X Officer (give title below)
Other (specify below)
Executive VP & Pres-Aerospace

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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 Com Stk	08/18/2026		G		150	D	$0	62,232.73	D	
$.01 PV CL B STK								232,610	D	

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 Securities Underlying Derivative Security (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: 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	$26.47							12/14/2017	12/14/2026	$.01 PV Com Stk	4,820		4,820	D	
Option	$26.47							12/14/2017	12/14/2026	$.01 PV CL B STK	1,831		1,831	D	
Option	$29.68							12/12/2018	12/12/2027	$.01 PV Com Stk	7,010		7,010	D	
Option	$29.68							12/12/2018	12/12/2027	$.01 PV CL B STK	2,664		2,664	D	
Option	$26.31							12/13/2019	12/13/2028	$.01 PV Com Stk	9,280		9,280	D	
Option	$26.31							12/13/2019	12/13/2028	$.01 PV CL B STK	1,856		1,856	D	
Option	$25.03							12/09/2020	12/09/2029	$.01 PV Com Stk	13,600		13,600	D	
Option	$25.03							12/09/2020	12/09/2029	$.01 PV CL B STK	2,720		2,720	D	
Option	$12.04							01/22/2022	01/22/2031	$.01 PV Com Stk	20,250		20,250	D	

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 Securities Underlying Derivative Security (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: 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	$12.04							01/22/2022	01/21/2031	$.01 PV CL B STK	4,050		4,050	D	
Option	$9.28							12/09/2022	12/09/2031	$.01 PV Com Stk	24,500		24,500	D	
Option	$9.28							12/09/2022	12/09/2031	$.01 PV CL B STK	4,900		4,900	D	
Option	$8.12							12/16/2023	12/16/2032	$.01 PV Com Stk	26,700		26,700	D	
Option	$8.12							12/16/2023	12/16/2032	$.01 PV CL B STK	5,340		5,340	D	
Restricted Stock Unit	(1)							(2)	(2)	$.01 PV Com Stk	15,900		15,900	D	
Restricted Stock Unit	(3)							(2)	(2)	$.01 PV CL B STK	3,180		3,180	D	
Option	$12.63							12/07/2024	12/07/2033	$.01 PV Com Stk	8,300		8,300	D	
Option	$12.63							12/07/2024	12/07/2033	$.01 PV CL B STK	1,660		1,660	D	
Restricted Stock Unit	(1)							(4)	(4)	$.01 PV Com Stk	15,150		15,150	D	
Restricted Stock Unit	(3)							(4)	(4)	$.01 PV CL B STK	3,030		3,030	D	
Restricted Stock Unit	(1)							(5)	(5)	$.01 PV Com Stk	7,675		7,675	D	
Restricted Stock Unit	(3)							(5)	(5)	$.01 PV CL B STK	1,535		1,535	D	

Explanation of Responses:

1. Each restricted stock unit represents the right to receive, at settlement, one share of common stock.

2. Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period January 1, 2024- December 31, 2026. The "target" number of restricted stock units is reported. Between 50% and 150% of the target number of units may vest on February 22, 2027, with the vesting percentage determined based on actual performance.

3. Each restricted stock unit represents the right to receive, at settlement, one share of class B stock.

4. Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period January 1, 2025- December 31, 2027. The "target" number of restricted stock units is reported. Between 50% and 150% of the target number of units may vest on February 27, 2028, with the vesting percentage determined based on actual performance.

5. Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period January 1, 2026- December 31, 2028. The "target" number of restricted stock units is reported. Between 50% and 150% of the target number of units may vest on February 19, 2029, with the vesting percentage determined based on actual performance.

Remarks:

/s/Julie Davis, as Power of Attorney for Mark Peabody	08/19/2026
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.