

# 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* Keane Robert S			2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last) 78 BEACON STREET	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2020					
(Street) BOSTON, MA 02108			4. If Amendment, Date Original Filed(Month/Day/Year) 06/05/2020			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)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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			
\$0.01 PV Common Stock	06/05/2020		J		178,904	D	\$ 0	2,222	I	Note (1) <a href="#">(1)</a>
\$0.01 PV Common Stock	06/05/2020		J		44,726	A	\$ 0	44,726	I	Note (2) <a href="#">(2)</a>
\$0.01 PV Class B Stock	06/05/2020		J		297,488	D	\$ 0	0	I	Note (3) <a href="#">(3)</a>
\$0.01 PV Class B Stock	06/05/2020		J		74,372	A	\$ 0	74,372	I	Note (2) <a href="#">(2)</a>
\$0.01 PV Class B Stock								1,495,340	I	Note (4) <a href="#">(4)</a>
\$0.01 PV Common Stock								44,200	I	Note (5) <a href="#">(5)</a>
\$0.01 PV Class B Stock								206,886	I	Note (5) <a href="#">(5)</a>

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option	\$ 35.81						09/03/2014	06/10/2020	\$0.01 PV Common Stock	2,000		2,000	I	Note (1) <a href="#">(1)</a>
Option	\$ 35.81						09/03/2014	06/10/2020	\$0.01 PV Class B Stock	1,650		1,650	I	Note (1) <a href="#">(1)</a>
Option	\$ 45.88						09/10/2015	06/10/2020	\$0.01 PV Common Stock	3,000		3,000	I	Note (1) <a href="#">(1)</a>

Option	\$ 45.88						09/10/2015	06/10/2020	\$.01 PV Class B Stock	1,563		1,563	I	Note (1) (1)
Otion	\$ 22.93						08/26/2016	06/10/2020	\$.01 PV Common Stock	4,000		4,000	I	Note (1) (1)
Option	\$ 22.93						08/26/2016	06/10/2020	\$.01 PV Class B Stock	1,290		1,290	I	Note (1) (1)
Option	\$ 28.5						09/07/2017	06/10/2020	\$.01 PV Common Stock	4,000		4,000	I	Note (1) (1)
Option	\$ 28.5						09/07/2017	06/10/2020	\$.01 PV Class B Stock	600		600	I	Note (1) (1)
Option	\$ 34.04						03/02/2019	06/10/2021	\$.01 PV Common Stock	4,000		4,000	I	Note (1) (1)
Option	\$ 34.04						03/02/2019	06/10/2021	\$.01 PV Class B Stock	600		600	I	Note (1) (1)
Restricted Stock Unit	(6)						(7)	(7)	\$.01 PV Common Stock	5,600		5,600	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keane Robert S 78 BEACON STREET BOSTON, MA 02108	X	X		

## Signatures

/s/Julie Davis as Power of Attorney for Robert Sprague Keane	06/09/2020
<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).

The direct owner is the Estate of Kevin T. Keane. The Reporting Person is one of multiple beneficiaries to a trust to be established by that estate. The entire amount of the estate's interest is reported on this form, however the Reporting Person's proportionate interest is below 25%. Shares held by the estate have been transferred to entities beneficially owned by descendants of

- (1) Kevin T. Keane in an estate planning transactions. As a result, 134,178 Shares of Common Stock have been transferred to entities of which certain of the Reporting Persons's siblings are the primary beneficiary trusts. 44,726 shares of Common Stock have been transferred to Boston & Saranac LLC, a Delaware limited liability company 100% owned by a trust whose beneficiaries are the Reporting Person and his Spouse ("Boston & Saranac").
- (2) The direct owner is Boston & Saranac.
- (3) As a result of the same estate planning transaction in Note 1 above, 223,116 shares of Class B Stock have been transferred to entities 100% owned by trusts whose beneficiaries are the siblings or the descendants of siblings of the Reporting Person ("Sibling Trusts"). 74,372 shares of Class B Stock have been transferred to Boston & Saranac.
- (4) As a result of the same estate planning transaction in Note 1 above, 25% of the ownership of 5096 Saranac LLC, a Delaware corporation established by a trust of the Reporting Person's father which is the owner of 1,495,340 shares of Class B Stock, has been transferred from the trust to Boston & Saranac, and the remaining 75% to the Sibling Trusts.
- (5) Reporting Person is one of multiple potential beneficiaries to the direct owner of these shares, which is a trust (EAK & KRK Trustees U/A/D 10-15-97 FBO Elizabeth A. Keane). The entire amount of the trust's interest is reported on this form, however the Reporting Person's proportionate interest is approximately 25%.
- (6) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (7) These restricted stock units are scheduled to vest 100% on August 28, 2020.

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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