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 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 | e Responses) | | | - | | | | | | | | | | | | |
|---|--|--|---|---|--|---|-------------------|---|-----------------------|--|--|--|---|------------------------------------|--------------------|-----------|
| 1. Name and Address of Reporting Person *- KRAMER JAMES S | | | | 2. Issuer Name and Ticker or Trading Symbol ASTRONICS CORP [ATRO] | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | | |
| (Last) (First) (Middle) 130 COMMERCE WAY | | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/24/2020 | | | | | | X_Officer (give title below) Other (specify below) Executive Vice President | | | | | | |
| (Street) EAST AURORA, NY 14052 | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |) |
| (City) | | Table I - Non-Derivative Securities Acqu | | | | | | | , Disposed | d of, or Ben | eficially (| Owned | | | | |
| 1.Title of Sec (Instr. 3) | 1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | (Instr. 8) | ction | 4. Securities Acquir (A) or Disposed of (Instr. 3, 4 and 5) | | of (D) | of (D) Beneficially C | | Owned Following isaction(s) | | Form: Direct | ership Indi Ben t (D) Own | eficial nership | |
| | | | | | Code | V | Amount | (A) or (D) | Price | | | | | or Ind (I) (Instr. | ` | tr. 4) |
| \$.01 PV C | \$.01 PV Common Stock 11/24/2020 | | | | M | | 4,350 | A | \$ 7.68 | 53, | 53,125 | | | D | | |
| \$.01 PV C | \$.01 PV Common Stock 11/24/2020 | | | | М | | 3,113 | D | \$ 12.82 | 50,0 | 50,012 | | | D | | |
| \$.01 PV C | \$.01 PV Class B Stock 11/24/2020 | | | | М | | 7,701 | A | \$ 7.68 | 402 | 402,962 | | | D | | |
| \$.01 PV Common Stock | | | | | | | | | 787 | 787 I | | | SH KR CU FO LE. JAI | R AH | | |
| \$.01 PV Class B Stock | | | | | | | | | 254 | | | | I | SH KR CU FO LE. JAI | R AH | |
| Reminder: R | enort on a se | narate line for e | ach class of securitie | es beneficially owne | ed directly o | or indi | irectly | | | | | | | | | |
| Reminder, Re | eport on a se | parate fine for C | acti class of securitie | s beneficially owner | ed directly (| Per | rsons whatained i | n this f | orm are | e not | required | of information of inf | d unles | s the | SEC 14 | 74 (9-02) |
| | | | Table II | - Derivative Secur | | | | | | | vned | | | | | |
| Derivative Conversion Date Execusity or Exercise (Month/Day/Year) any | | Execution Date | Code Derivative | | 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) 8. Price of Derivative Security (Instr. 5) 9. Nun Derivative Security (Instr. 5) 9. Nun Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 5) | | | | ve es ally ng d | Form of Derivative Security: Direct (D) or Indirect | (Instr. 4) | | |
| | | | | Code V (| A) (D) | Date Exer | cisable | Expirat Date | | Title | Amount or Number of Shares | | | | | |

| Option | \$ 7.68 | 11/24/2020 | М | 4,350 | 12/02/2011 | 12/02/2020 | \$.01 PV Com Stk | 4,350 | \$ 7.68 | 0 | D | |
|--------|----------|------------|---|-------|------------|------------|----------------------------|-------|---------|-------|---|--|
| Option | \$ 7.68 | 11/24/2020 | М | 7,701 | 12/02/2011 | 12/02/2020 | \$.01 PV Cl B Stk | 7,701 | \$ 7.68 | 0 | D | |
| Option | \$ 13.59 | | | | 12/01/2012 | 12/01/2021 | \$.01 PV Com Stk | 3,200 | | 3,200 | D | |
| Option | \$ 13.59 | | | | 12/01/2012 | 12/01/2021 | \$.01 PV Cl B Stk | 4,859 | | 4,859 | D | |
| Option | \$ 9.2 | | | | 11/29/2013 | 11/29/2022 | \$.01 PV Com Stk | 5,700 | | 5,700 | D | |
| Option | \$ 9.2 | | | | 11/29/2013 | 11/29/2022 | \$.01 PV Cl B Stk | 6,783 | | 6,784 | D | |
| Option | \$ 28.45 | | | | 12/11/2014 | 12/11/2023 | \$.01 PV Com Stk | 2,330 | | 2,330 | D | |
| Option | \$ 28.45 | | | | 12/11/2014 | 12/11/2023 | \$.01 PV Cl B Stk | 1,922 | | 1,923 | D | |
| Option | \$ 30.83 | | | | 12/11/2015 | 12/11/2024 | \$.01 PV Com Stk | 2,720 | | 2,720 | D | |
| Option | \$ 30.83 | | | | 12/11/2015 | 12/11/2024 | \$.01 PV Cl B Stk | 1,417 | | 1,417 | D | |
| Option | \$ 27.72 | | | | 12/03/2016 | 12/03/2025 | \$.01 PV Com Stk | 3,500 | | 3,500 | D | |
| Option | \$ 27.72 | | | | 12/03/2016 | 12/03/2025 | \$.01 PV Cl B Stk | 1,129 | | 1,129 | D | |
| Option | \$ 31.76 | | | | 12/14/2017 | 12/14/2026 | \$.01 PV Com Stk | 3,670 | | 3,670 | D | |
| Option | \$ 31.76 | | | | 12/14/2017 | 12/14/2026 | \$.01 PV Cl B Stk | 551 | | 551 | D | |
| Option | \$ 35.61 | | | | 12/12/2018 | 12/12/2027 | \$.01 PV Com Stk | 5,340 | | 5,340 | D | |
| Option | \$ 35.61 | | | | 12/12/2018 | 12/12/2027 | \$.01 PV Cl B Stk | 801 | | 801 | D | |

| Restricted Stock Unit | <u>(2)</u> | | | (3) | (3) | \$.01 PV Com Stk | 920 | 920 | D | |
|-----------------------------|------------|--|--|------------|------------|----------------------------|--------|--------|---|--|
| Restricted Stock Unit | <u>(4)</u> | | | (3) | (3) | \$.01 PV Cl B Stk | 138 | 138 | D | |
| Option | \$ 31.57 | | | 12/13/2019 | 12/13/2028 | \$.01 PV Com Stk | 7,060 | 7,060 | D | |
| Restricted Stock Unit | <u>(2)</u> | | | (5) | (5) | \$.01 PV Com Stk | 929 | 929 | D | |
| Option | \$ 30.04 | | | 12/09/2020 | 12/09/2029 | \$.01 PV Com Stk | 13,600 | 13,600 | D | |
| Restricted Stock Unit | <u>(2)</u> | | | (6) | (6) | \$.01 PV Com Stk | 6,100 | 6,100 | D | |

Reporting Owners

| Providence of the Name I | Relationships | | | | | | | | | |
|--------------------------------|---------------|--------------|--------------------------|-------|--|--|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | | | |
| KRAMER JAMES S | | | | | | | | | | |
| 130 COMMERCE WAY | | | Executive Vice President | | | | | | | |
| EAST AURORA, NY 14052 | | | | | | | | | | |

Signatures

| /s/Julie Davis, as Power of Attorney for James S. Kramer | 11/27/2020 |
|--|------------|
| **Signature of Reporting Person | 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) Represents shares held by James Shore Kramer Cust for Leah Jane Kramer. The beneficiary is the reporting person's immediate family.
- (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period of January 1, 2018- December 31, 2020. The "target" number of (3) restricted stock units is reported. Between 75% and 115% of the target number of units may vest on December 31, 2020, with the vesting percentage determined based on actual performance.
- (4) Each restricted stock unit represents the right to receive, at settlement, one share of Class B stock.
- Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period of January 1, 2019-December 31, 2021. The "target" number of (5) restricted stock units is reported. Between 75% and 115% of the target number of units may vest on December 31, 2021, with the vesting percentage determined based on actual performance
- Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period January 1, 2020- December 31, 2022. The "target" number of (6) restricted stock units is reported. Between 75% and 115% of the target number of units may vest on December 31, 2022, with the vesting percentage determined based on actual performance.

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.