

## 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
GUNDERMANN PETER J			ASTRONICS CORP [ ATRO ]		<input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) PRESIDENT/CEO	
(Last) (First) (Middle) 130 COMMERCE WAY (Street) EAST AURORA NY 14052 (City) (State) (Zip)			3. Date of Earliest Transaction (Month/Day/Year) 02/23/2023		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
			4. If Amendment, Date of Original Filed (Month/Day/Year)			

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								45,638.641	D	
\$.01 PV CLASS B STOCK								743,493	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
OPTION	\$28.45						12/11/2014	12/11/2023	\$.01 PV COM STK	8,300		8,300	D	
OPTION	\$28.45						12/11/2014	12/11/2023	\$.01 PV CL B STK	6,848		6,848	D	
OPTION	\$30.83						12/11/2015	12/11/2024	\$.01 PV COM STK	10,100		10,100	D	
OPTION	\$30.83						12/11/2015	12/11/2024	\$.01 PV CL B STK	5,261		5,261	D	
OPTION	\$27.72						12/03/2016	12/03/2025	\$.01 PV COM STK	13,700		13,700	D	
Option	\$27.72						12/03/2016	12/03/2025	\$.01 PV CL B STK	4,418		4,418	D	
Option	\$31.76						12/14/2017	12/14/2026	\$.01 PV COM STK	14,460		14,460	D	
Option	\$31.76						12/14/2017	12/14/2026	\$.01 PV CL B STK	2,169		2,169	D	
Option	\$35.61						12/12/2018	12/12/2027	\$.01 PV COM STK	26,300		26,300	D	
Option	\$35.61						12/12/2018	12/12/2027	\$.01 PV CL B STK	3,945		3,945	D	
Option	\$31.57						12/13/2019	12/13/2028	\$.01 PV COM STK	34,790		34,790	D	
Option	\$30.04						12/09/2020	12/09/2029	\$.01 PV COM STK	61,200		61,200	D	
Restricted Stock Unit	(1)						(2)	(2)	\$.01 PV COM STK	10,175		10,175	D	
Option	\$14.45						01/22/2022	01/22/2031	\$.01 PV COM STK	98,900		98,900	D	
Restricted Stock Unit	(1)						(3)	(3)	\$.01 PV COM STK	1,052		701	D	
Restricted Stock Unit	(1)						(4)	(4)	\$.01 PV COM STK	12,275		12,275	D	
Option	\$11.13						12/09/2022	12/09/2031	\$.01 PV COM STK	115,800		115,800	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				
Restricted Stock Unit	(1)							(5)	(5)	\$.01 PV COM STK	14,750		14,750	D	
Option	\$9.74							12/16/2023	12/16/2032	\$.01 PV COM STK	125,000		125,000	D	
Restricted Stock Unit	(1)	02/23/2023		A		13,550		(6)	(6)	\$.01 PV COM STK	13,550	\$0.00	13,550	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, 2020- December 31, 2022. The "target" number of 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.
3. These restricted stock units vest ratably on each anniversary of the grant date over three years.
4. Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period January 1, 2021- December 31, 2023. The "target" number of restricted stock units is reported. Between 75% and 115% of the target number of units may vest on December 31, 2023, 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, 2022- December 31, 2024. The "target" number of restricted stock units is reported. Between 75% and 115% of the target number of units may vest on February 24, 2025, with the vesting percentage determined based on actual performance.
6. Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period January 1, 2023- December 31, 2025. The "target" number of restricted stock units is reported. Between 75% and 115% of the target number of units may vest on February 23, 2026, with the vesting percentage determined based on actual performance.

Remarks:

/S/JULIE DAVIS, AS POWER  
OF ATTORNEY FOR PETER J. GUNDERMANN    02/27/2023

\*\* 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.

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 Number.