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**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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * <u>Hedges Nancy L</u>  (Last) (First) (Middle) <u>130 COMMERCE WAY</u>  (Street) <u>EAST AURORA NY 14052</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ASTRONICS CORP [ ATRO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) <u>Principal Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2024</u>	
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 Com Stk								16,942.548	D	
\$.01 PV CL B STK								607	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	\$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 PV Com Stk	1,520		1,520	D	
Option	\$31.76							12/14/2017	12/14/2026	\$.01 PV CL B STK	228		228	D	
Restricted Stock Unit	(1)							(2)	(2)	\$.01 PV Com Stk	138		138	D	
Restricted Stock Unit	(1)							(3)	(3)	\$.01 PV Com Stk	4,440		4,440	D	
Restricted Stock Unit	(1)							(4)	(4)	\$.01 PV Com Stk	5,500		5,500	D	
Restricted Stock Unit	(1)							(5)	(5)	\$.01 PV Com Stk	5,050		5,050	D	
Restricted Stock Unit	(1)	02/22/2024		A		5,024		(6)	(6)	\$.01 PV Com Stk	5,024	\$0	5,024	D	

**Explanation of Responses:**

- Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- These restricted stock units vest ratably on each anniversary of the grant date over three years.
- These restricted stock units are scheduled to vest 100% on February 26, 2024.
- These restricted stock units are scheduled to vest 100% on February 24, 2025.
- These restricted stock units are scheduled to vest 100% on February 23, 2026.
- 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.

**Remarks:**

/S/JULIE DAVIS, as Power of  
Attorney for Nancy L. Hedges

02/26/2024

\*\* 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.**