

OMB Number:	3235-0287
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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>GUNDERMANN PETER J</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)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>PRESIDENT/CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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 CL B STK								743,493	D	
\$.01 PV Com Stk	03/01/2024		A		276 <sup>(1)</sup>	A	\$0	52,394.974	D	
\$.01 PV Com Stk	03/01/2024		F		82 <sup>(2)</sup>	D	\$0	52,312.974	D	
\$.01 PV Com Stk	03/01/2024		A		19,817 <sup>(3)</sup>	A	\$0	72,129.974	D	
\$.01 PV Com Stk	03/01/2024		F		4,959 <sup>(2)</sup>	D	\$0	67,170.974	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					
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	
Option	\$14.45							01/22/2022	01/22/2031	\$.01 PV Com Stk	98,900	98,900	D	
Option	\$11.13							12/09/2022	12/09/2031	\$.01 PV Com Stk	115,800	115,800	D	
Option	\$9.74							12/16/2023	12/16/2032	\$.01 PV Com Stk	125,000	125,000	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	\$15.15							12/07/2024	12/07/2033	\$.01 PV Com Stk	83,900		83,900	D	
Restricted Stock Unit	(4)							(5)	(5)	\$.01 PV Com Stk	350		350	D	
Restricted Stock Unit	(4)							(6)	(6)	\$.01 PV Com Stk	12,275		12,275	D	
Restricted Stock Unit	(4)							(7)	(7)	\$.01 PV Com Stk	14,750		14,750	D	
Restricted Stock Unit	(4)							(8)	(8)	\$.01 PV Com Stk	13,550		13,550	D	
Restricted Stock Unit	(4)							(9)	(9)	\$.01 PV Com Stk	26,450		26,450	D	

**Explanation of Responses:**

- Pursuant to Astronics Corp. decision to pay out amounts earned by the reporting person under the 2023 bonus plan in shares of the Issuers common stock, par value \$0.01 per share, instead of cash, the reporting person was granted the above referenced stock bonus award as a bonus for Q4 2023.
- Shares of common stock withheld by Astronics Corp. to satisfy applicable withholding tax upon the grant of the stock bonus award.
- Pursuant to Astronics Corp. decision to pay out amounts earned by the reporting person under the 2023 bonus plan in shares of the Issuers common stock, par value \$0.01 per share, instead of cash, the reporting person was granted the above referenced stock bonus award as an annual bonus for 2023.
- 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.
- 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.
- 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.
- 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.
- 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 23, 2027, with the vesting percentage determined based on actual performance.

**Remarks:**

/S/JULIE DAVIS, AS POWER  
OF ATTORNEY FOR PETER J. GUNDERMANN    03/05/2024

\*\* 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.

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