AeroVironment Inc Form 4 March 19, 2014

FORM 4

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Herring Tom

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Middle)

AeroVironment Inc [AVAV]

3. Date of Earliest Transaction

(Check all applicable)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O AEROVIRONMENT, INC., 181 03/17/2014

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

W. HUNTINGTON DRIVE, SUITE

(First)

below) Senior VP and COO

202

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

MONROVIA, CA 91016

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	03/17/2014		M	35,000	A	\$ 23.06	59,492	D	
Common Stock	03/17/2014		M	14,000	A	\$ 29.79	73,492	D	
Common Stock	03/17/2014		M	6,000	A	\$ 28.72	79,492	D	
Common Stock	03/17/2014		S	31,044	D	\$ 36.89 (1)	48,448	D	
	03/17/2014		S	3,956	D		44,492	D	

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Common Stock					\$ 37.61 (2)		
Common Stock	03/17/2014	S	12,482	D	\$ 36.9 (3)	32,010	D
Common Stock	03/17/2014	S	1,518	D	\$ 37.6 (4)	30,492	D
Common Stock	03/17/2014	S	6,000	D	\$ 36.78 (5)	24,492	D
Common Stock	03/18/2014	S	889	D	\$ 36.99	23,603	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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. Transactic Code (Instr. 8)	5. Number of iorDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Purchase)	\$ 23.06	03/17/2014		M		35,000	<u>(6)</u>	03/11/2020	Common Stock	35,000
Stock Options (Right to Purchase)	\$ 29.79	03/17/2014		M		14,000	<u>(7)</u>	05/11/2021	Common Stock	14,000
Stock Options (Right to Purchase)	\$ 28.72	03/17/2014		M		6,000	<u>(8)</u>	03/01/2022	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Herring Tom C/O AEROVIRONMENT, INC. 181 W. HUNTINGTON DRIVE, SUITE 202 MONROVIA, CA 91016

Senior VP and COO

Signatures

/s/ Marco Quihuis, Attorney-in-Fact

03/19/2014

**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).
 - The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$36.43 -
- (1) \$37.43. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
 - The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$37.50 -
- (2) \$37.74. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
 - The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$36.49 -
- (3) \$37.43. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
 - The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$37.50 -
- (4) \$37.74. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
 - The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$36.72 -
- (5) \$36.91. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (6) The options vest in five equal annual installments beginning one year from March 11, 2010.
- (7) The options vest in five equal annual installments beginning one year from May 11, 2011.
- (8) The options vest in five equal annual installments beginning one year from March 1, 2012.

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.

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