

AEROFLEX HOLDING CORP.
Form 4
November 22, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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, 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)

1. Name and Address of Reporting Person *
BADLATO CHARLES

2. Issuer Name and Ticker or Trading Symbol
AEROFLEX HOLDING CORP. [ARX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2010

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
VP-Treasurer & Asst. Secretary

C/O AEROFLEX INCORPORATED, 35 SOUTH SERVICE ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PLAINVIEW, NY 11803

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$.01 per share | 11/19/2010 | | P ⁽¹⁾ | 5,000 A \$ 13.5 | 5,000 | D | |
| Common Stock, par value \$.01 per share | | | | | 118,903 | I | See Notes <u>(2)</u> <u>(3)</u> |

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

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(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. 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BADLATO CHARLES C/O AEROFLEX INCORPORATED 35 SOUTH SERVICE ROAD PLAINVIEW, NY 11803 | | | VP-Treasurer & Asst. Secretary | |

Signatures

/s/ Charles Badlato 11/22/2010

**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) Shares acquired pursuant to the Directed Share Program in connection with Aeroflex Holding Corp.'s ("Aeroflex Holding") initial public offering ("IPO") of Common Stock.
 - (2) These shares of Common Stock are held by VGG Holding LLC ("VGG") and are owned indirectly by the Reporting Person by virtue of the Reporting Person's Class A and Class B membership interests in VGG.
 - (3) Concurrently with the consummation of the IPO, VGG will issue Class B-1 membership interests representing an aggregate of 0.3% of the membership interests of VGG to certain members of Aeroflex Holding's management who do not currently own any Class A or Class B membership interests in VGG. Pursuant to the terms of the limited liability company agreement of VGG, the issuance of such Class B-1 membership interests will reduce the percentage of the membership interests of VGG held by the holders of Class A membership

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interests of VGG on a pro rata basis. Following such reduction and the consummation of the IPO, the Reporting Person will indirectly beneficially own 118,828 shares of Common Stock of Aeroflex Holding that are held by VGG.

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.