AeroVironment Inc Form 4 April 10, 2017

FORM 4

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**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Conver Timothy E

2. Issuer Name and Ticker or Trading Symbol

(Middle)

AeroVironment Inc [AVAV]

(Month/Day/Year)

C/O AEROVIRONMENT, INC., 800 04/06/2017 **ROYAL OAKS DRIVE, SUITE 210**

(First)

3. Date of Earliest Transaction

(Street)

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

_X__ Director 10% Owner Officer (give title __X_ Other (specify below) below)

Chairman of the Board 6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

Issuer

MONROVIA, CA 91016

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative :	Secur	ities Acqu	iired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	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	or (D)	Price	(Instr. 3 and 4)		
Common Stock	04/06/2017		M	32,388	A	\$ 22.38	88,276	D	
Common Stock	04/06/2017		S	29,090	D	\$ 27.15 (1)	59,186	D	
Common Stock	04/07/2017		M	32,388	A	\$ 22.38	91,574	D	
Common Stock	04/07/2017		S	28,806	D	\$ 27.58 (2)	62,768	D	
	04/10/2017		A	33,534	A		96,302	D	

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Common Stock					\$ 22.38			
Common Stock	04/10/2017	S	29,681	D	\$ 27.84 (3)	66,621	D	
Common Stock						2,055,535	I	See footnote (4)

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 actionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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
Option to Purchase Common Stock	\$ 22.38	04/06/2017		M		32,388	<u>(5)</u>	06/22/2017	Common Stock	32,388
Option to Purchase Common Stock	\$ 22.38	04/07/2017		M		32,388	<u>(5)</u>	06/22/2017	Common Stock	32,388
Option to Purchase Common Stock	\$ 22.38	04/10/2017		M		33,534	<u>(5)</u>	06/22/2017	Common Stock	0

Reporting Owners

Reporting Owner Name / Address		Relationships			
	Director	10% Owner	Officer	Other	

Reporting Owners 2

Conver Timothy E C/O AEROVIRONMENT, INC. 800 ROYAL OAKS DRIVE, SUITE 210 MONROVIA. CA 91016

X

Chairman of the Board

Signatures

/s/ Kasey Hannah, Attorney-in-Fact

04/10/2017

**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 \$27.00 -
- (1) \$27.36. 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 \$27.50 -
- (2) \$27.90. 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 \$27.47-\$28.04.
- (3) 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.
- (4) Held by The Conver Family Trust, of which Mr. Conver is one of the trustees. Mr. Conver disclaims beneficial ownership of any securities in which he does not have a pecuniary interest.
- (5) Options vested in five equal annual installments beginning one year from the date of grant.

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.

Signatures 3