AEROFLEX HOLDING CORP.
Form 4
December 03, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
KAMINSKY ANDREW F

(Last) (First) (Middle)

C/O AEROFLEX HOLDING CORP., 35 SOUTH SERVICE ROAD

(Street)

PLAINVIEW, NY 11803

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2013

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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			
Common Stock, par value $.01 per share	12/01/2013		M		16,517 (1)	A	$ 0	38,435	D	
Common Stock, par value $.01 per share	12/01/2013		F		6,106 (1)	D	$ 6.75	32,329	D	
Common Stock, par								65,000	I	See Note (2)

value $.01
per share

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

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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. D Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	12/01/2013		M			16,517	(4)	(4)	Common Stock	16,517	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAMINSKY ANDREW F C/O AEROFLEX HOLDING CORP. 35 SOUTH SERVICE ROAD PLAINVIEW, NY 11803			Senior Vice President	

Signatures

/s/ Andrew F. Kaminsky	12/03/2013
**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) Represents 16,517 shares acquired as a result of the vesting of restricted stock units awarded on December 21, 2012 and 6,106 shares withheld to satisfy Reporting Person's tax withholding obligation.

(2)

These shares of Common Stock are held directly by VGG Holding LLC ("VGG") and are owned indirectly by the Reporting Person by virtue of the Reporting Person's Class B-1 membership interests in VGG.

(3) Each restricted stock unit granted under the Issuer's 2011 Omnibus Incentive Plan represents a contingent right to receive one share of the Issuer's Common Stock.

(4) As previously reported, on December 21, 2012, Reporting Person was granted 49,550 restricted stock units ("RSUs") designated as "Time-Based Units," which vest to the extent of one-third of the RSUs on each of December 1, 2013 (as reflected in Table I above), December 1, 2014 and December 1, 2015, subject to the Reporting Person's continued employment in good standing with the Issuer.

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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