

Holland Charles R
Form 4
January 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
Holland Charles R

(Last) (First) (Middle)

C/O AEROVIRONMENT, INC., 800
ROYAL OAKS DRIVE, SUITE 210

(Street)

MONROVIA, CA 91016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AeroVironment Inc [AVAV]

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	12/29/2017		A	V	2,000	A	\$ 32.19 45,148	D
Common Stock	12/29/2017		A	V	5,000	A	\$ 25.77 50,148	D
Common Stock	01/02/2018		A	V	3,000	A	\$ 31.15 53,148	D
Common Stock	01/02/2018		A	V	4,000	A	\$ 29.79 57,148	D

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. Amount or Number of Shares
Option to Purchase Common Stock	\$ 32.19	12/29/2017		M	2,000	<u>(1)</u> 07/30/2018	Common Stock	2,000
Options to Purchase Common Stock	\$ 25.77	12/29/2017		M	5,000	<u>(2)</u> 07/21/2022	Common Stock	5,000
Options to Purchase Common Stock	\$ 31.15	01/02/2018		M	3,000	<u>(3)</u> 07/22/2019	Common Stock	3,000
Options to Purchase Common Stock	\$ 29.79	01/02/2018		M	4,000	<u>(4)</u> 05/11/2021	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holland Charles R C/O AEROVIRONMENT, INC. 800 ROYAL OAKS DRIVE, SUITE 210	X			

MONROVIA, CA 91016

Signatures

/s/ Kasey Hannah,
Attorney-in-Fact

01/03/2018

__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) The options vested in five equal annual installments beginning July 30, 2009, all of which have now been exercised.
- (2) The options vested in five equal annual installments beginning June 21, 2013, all of which have now been exercised.
- (3) The options vested in five equal annual installments beginning July 22, 2010, all of which have now been exercised.
- (4) The options vested in five equal annual installments beginning May 11, 2012, all of which have now been exercised.

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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