AeroVironment Inc Form 4 April 16, 2014

## FORM 4

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

Check this box if no longer subject to Section 16.

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

Form 4 or 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 \* ALIBRANDI JOSEPH F

2. Issuer Name and Ticker or Trading Symbol

Issuer

AeroVironment Inc [AVAV]

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

(Check all applicable) \_X\_\_ Director 10% Owner Officer (give title \_ Other (specify

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

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response...

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burden hours per

C/O AEROVIRONMENT, INC., 181 04/14/2014 W. HUNTINGTON DRIVE, SUITE

(First)

(Middle)

202

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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(City)	(State) (	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	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. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	04/14/2014			2,000			12,631	I	See footnote (1)
Common Stock	04/14/2014		M	2,100	A	\$ 24.57	14,731	I	See footnote (1)
Common Stock	04/14/2014		M	1,600	A	\$ 29.79	16,331	I	See footnote (1)
Common	04/14/2014		M	1,000	A	\$	17,331	I	See

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Stock					25.77			footnote $\underline{(1)}$
Common Stock	04/14/2014	S	4,964	D	\$ 35.07 (2)	12,367	I	See footnote
Common Stock						1,000	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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)	Transaction Derivative Code Securities		6. Date Exerc Expiration D (Month/Day/	ate	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)	\$ 22.38	04/14/2014		M		2,000	(3)	06/22/2017	Common Stock	2,000	
Stock Options (Right to Purchase)	\$ 24.57	04/14/2014		M		2,100	<u>(4)</u>	06/22/2020	Common Stock	2,100	
Stock Options (Right to Purchase)	\$ 29.79	04/14/2014		M		1,600	<u>(5)</u>	05/11/2021	Common Stock	1,600	
Stock Options (Right to Purchase)	\$ 25.77	04/14/2014		M		1,000	<u>(6)</u>	06/21/2022	Common Stock	1,000	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ALIBRANDI JOSEPH F C/O AEROVIRONMENT, INC. 181 W. HUNTINGTON DRIVE, SUITE 202 MONROVIA, CA 91016

X

# **Signatures**

/s/ Marco Quihuis, Attorney-in-Fact

04/16/2014

\*\*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).
- (1) Held by the Alibrandi Family Trust Dated November 14, 1972, of which Mr. Alibrandi is the trustee. Mr. Alibrandi disclaims beneficial ownership of any securities in which he doesn't have a pecuniary interest.
  - The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$34.89 -
- (2) \$35.16. 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.
- (3) The options vest in five equal annual installments beginning one year from June 22, 2007.
- (4) The options vest in five equal annual installments beginning one year from June 22, 2010.
- (5) The options vest in five equal annual installments beginning one year from May 11, 2011.
- (6) The options vest in five equal annual installments beginning one year from June 21, 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.

Reporting Owners 3