

AeroVironment Inc
 Form 4
 April 16, 2014

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 *
ALIBRANDI JOSEPH F

(Last) (First) (Middle)

C/O AEROVIRONMENT, INC., 181
 W. HUNTINGTON DRIVE, SUITE
 202

(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)
04/14/2014

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	04/14/2014		M			2,000	A	\$ 22.38	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 (1)	
Common Stock	04/14/2014		S	4,964	D	\$ 35.07 (2)	12,367	I	See footnote (1)
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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(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	
				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	(4) 06/22/2020	Common Stock	2,100	
Stock Options (Right to Purchase)	\$ 29.79	04/14/2014		M	1,600	(5) 05/11/2021	Common Stock	1,600	
Stock Options (Right to Purchase)	\$ 25.77	04/14/2014		M	1,000	(6) 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, 04/16/2014
Attorney-in-Fact

**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.