

# **AEROVIRONMENT INC**

Reported by  
**CONVER TIMOTHY E**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/24/17 for the Period Ending 11/21/17

|             |  |
|-------------|--|
| Address     | 800 ROYAL OAKS DRIVE, SUITE 210<br>MONROVIA, CA, 91016 |
| Telephone   | 626 357 9983   |
| CIK         | 0001368622   |
| Symbol      | AVAV   |
| SIC Code    | 3721 - Aircraft  |
| Industry    | Aerospace & Defense                                    |
| Sector      | Industrials  |
| Fiscal Year | 04/30  |

# 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 or  
Section 30(h) of the Investment Company Act of 1940

|  |   |  |
|--|---|--|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Conver Timothy E</b><br><br>(Last) (First) (Middle)<br><br><b>C/O AEROVIRONMENT, INC., 800 ROYAL OAKS DRIVE, SUITE 210</b><br><br>(Street)<br><br><b>MONROVIA, CA 91016</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>AeroVironment Inc [ AVAV ]</b><br><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>11/21/2017</b></p> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director _____ 10% Owner<br>_____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><b>Chairman of the Board</b><br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>   |   |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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                    | 11/21/2017     |                                   | S                         | (1) | 2000  | D          | \$44.80 | (2)   | 1931935  | I   | See Footnote (6) |
| Common Stock                    | 11/21/2017     |                                   | S                         | (1) | 1800  | D          | \$44.81 | (3)   | 1930135  | I   | See Footnote (6) |
| Common Stock                    | 11/22/2017     |                                   | S                         | (1) | 2000  | D          | \$44.91 | (4)   | 1928135  | I   | See Footnote (6) |
| Common Stock                    | 11/22/2017     |                                   | S                         | (1) | 1800  | D          | \$44.88 | (5)   | 1926335  | I   | See Footnote (6) |
| Common Stock                    |                |                                   |                           |     |   |            |         |   | 58138  | D   |                  |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |

**Explanation of Responses:**

- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Conver, as Trustee of The Conver Family Trust on January 10, 2017.
- (2) The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$44.18 - \$45.06. 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 price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$44.25 - \$45.04. 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) The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$44.77 - \$45.17. 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.
- (5) The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$44.66 - \$45.19. 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.
- (6) 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.

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |                              |
|--|---------------|-----------|---------|------------------------------|
|  | Director      | 10% Owner | Officer | Other                        |
| <b>Conver Timothy E<br/>C/O AEROVIRONMENT, INC.<br/>800 ROYAL OAKS DRIVE, SUITE 210<br/>MONROVIA, CA 91016</b> | <b>X</b>      |           |         | <b>Chairman of the Board</b> |

**Signatures**/s/ Kasey Hannah, Attorney-in-Fact11/24/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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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