

AEROVIRONMENT INC

Reported by
CONVER TIMOTHY E

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/21/17 for the Period Ending 07/19/17

Address	800 ROYAL OAKS DRIVE, SUITE 210 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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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

1. Name and Address of Reporting Person * Conver Timothy E (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 (MM/DD/YYYY) 7/19/2017 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chairman of the Board 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	7/19/2017		S	(1)	2000	D	\$38.15	(2)	1992735	I	See Footnote (6)
Common Stock	7/19/2017		S	(1)	1800	D	\$38.12	(3)	1990935	I	See Footnote (6)
Common Stock	7/20/2017		S	(1)	2000	D	\$38.23	(4)	1988935	I	See Footnote (6)
Common Stock	7/20/2017		S	(1)	1800	D	\$38.24	(5)	1987135	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 \$38.02 - \$38.41. 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 represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$37.91 - \$38.26. 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 represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$38.06 - \$38.43. 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 represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$38.10 - \$38.39. 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
Conver Timothy E C/O AEROVIRONMENT, INC. 800 ROYAL OAKS DRIVE, SUITE 210 MONROVIA, CA 91016	X			Chairman of the Board

Signatures/s/ Kasey Hannah, Attorney-in-Fact7/21/2017

— 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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