

Conver Timothy E
Form 4
April 03, 2019

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 *
Conver Timothy E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2019

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

C/O AEROVIRONMENT, INC., 900 INNOVATORS WAY

(Street)

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

Chairman of the Board

SIMI VALLEY, CA 93065

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 04/01/2019 | | S ⁽¹⁾ | | 6,896 | D | \$ 69.38 (2) | 1,734,463 | I | See Footnote (6) |
| Common Stock | 04/01/2019 | | S ⁽¹⁾ | | 100 | D | \$ 70.12 (3) | 1,734,363 | I | See Footnote (6) |
| Common Stock | 04/02/2019 | | S ⁽¹⁾ | | 7,226 | D | \$ 69.74 (4) | 1,727,137 | I | See Footnote (6) |
| Common Stock | 04/02/2019 | | S ⁽¹⁾ | | 2,000 | D | \$ 70.48 | 1,725,137 | I | See Footnote |

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| | | |
|--------------|------------|------------|
| | <u>(5)</u> | <u>(6)</u> |
| Common Stock | 55,659 | D |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| Conver Timothy E C/O AEROVIRONMENT, INC. 900 INNOVATORS WAY SIMI VALLEY, CA 93065 | X | | | Chairman of the Board |

Signatures

/s/ Gabriel Militello,
Attorney-in-Fact

04/03/2019

**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 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 December 8, 2018.

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- The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$68.71 -
- (2) \$70.19. 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.

- Shares were sold at \$70.12. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange
- (3) Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at the stated price.

- The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$68.97 -
- (4) \$70.73. 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.

- The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$70.17 -
- (5) \$70.70. 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.

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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