

AeroVironment Inc
Form 4
October 14, 2008

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Grabowsky John 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)

10/13/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
Executive VP and GM

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/13/2008		M	22,521 A	\$ 0.637	22,521 D	
Common Stock	10/13/2008		M	28,000 A	\$ 0.781	50,521 D	
Common Stock	10/13/2008		S	22,521 D	\$ 33	28,000 D	
Common Stock	10/13/2008		S	28,000 D	\$ 34	0 D	
Common Stock					150	I	Shares held in the name

of Matthew
Grabowsky,
son of Mr.
Grabowsky

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Purchase)	\$ 0.637	10/13/2008		M		22,521		<u>(1)</u>	04/21/2013	Common Stock	22,521
Stock Options (Right to Purchase)	\$ 0.781	10/13/2008		M		28,000		<u>(2)</u>	06/29/2014	Common Stock	28,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Executive VP and GM

Signatures

/s/ Marco Quihuis,
Attorney-in-Fact

10/14/2008

__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 option vests in five equal annual installments beginning one year from April 21, 2003.

(2) The option vests in five equal annual installments beginning one year from June 29, 2004.

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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