

ALIBRANDI JOSEPH F  
Form 4  
March 16, 2010

**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

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)  
03/12/2010

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MONROVIA, CA 91016

(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 or Price |   |  |                                   |
| Common Stock                    | 03/12/2010                           |  | M                              |   |   | 2,815 A \$ 0.78 | 2,815   | D  |                                   |
| Common Stock                    | 03/12/2010                           |  | M                              |   |   | 5,630 A \$ 2.13 | 8,445   | D  |                                   |
| Common Stock                    | 03/12/2010                           |  | S                              |   |   | 602 D \$ 24.45  | 7,843   | D  |                                   |
| Common Stock                    | 03/12/2010                           |  | J <sup>(1)</sup>               |   |   | 7,843 D \$ 0    | 0   | D  |                                   |
| Common Stock                    | 03/12/2010                           |  | J <sup>(1)</sup>               |   |   | 7,843 A \$ 0    | 34,659  | I  | See footnote                      |

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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Options (Right to Purchase)          | \$ 0.78  | 03/12/2010                           |  | M                              | 2,815  | <sup>(3)</sup> 06/29/2014                                | Common Stock  | 2,815                         |
| Stock Options (Right to Purchase)          | \$ 2.13  | 03/12/2010                           |  | M                              | 5,630  | <sup>(4)</sup> 10/20/2015                                | Common Stock  | 5,630                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ALIBRANDI JOSEPH F<br>C/O AEROVIRONMENT, INC.<br>181 W. HUNTINGTON DRIVE, SUITE 202<br>MONROVIA, CA 91016 |               |           | X       |       |

## Signatures

/s/ Marco Quihuis, 03/16/2010  
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) Change in form of ownership by Mr. Alibrandi to ownership by the Alibrandi Family Trust Dated November 14, 1972.
- (2) 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.
- (3) The options vest in five equal annual installments beginning one year from June 29, 2004.
- (4) The options vest in five equal annual installments beginning one year from October 20, 2005.

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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