

Conver Timothy E  
Form 4  
December 04, 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  
Expires: January 31,  
2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Conver Timothy E

(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)  
12/02/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
Chairman, President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	12/02/2008		S <sup>(1)</sup>		5,800	D \$ 30.97 <sup>(2)</sup>	3,808,592	I	See footnote <sup>(7)</sup>
Common Stock	12/02/2008		S <sup>(1)</sup>		1,200	D \$ 31.44 <sup>(3)</sup>	3,807,392	I	See footnote <sup>(7)</sup>
Common Stock	12/03/2008		S <sup>(1)</sup>		3,840	D \$ 30.49 <sup>(4)</sup>	3,803,552	I	See footnote <sup>(7)</sup>
Common	12/03/2008		S <sup>(1)</sup>		2,750	D \$	3,800.802	I	See

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Stock						31.28 <u>(5)</u>			footnote <u>(7)</u>
Common Stock	12/03/2008		<u>S<sup>(1)</sup></u>	410	D	<u>\$ 32.09 (6)</u>	3,800,392	I	See footnote <u>(7)</u>
Common Stock							768,795	I	See footnote <u>(8)</u>
Common Stock							100	D	

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.**

SEC 1474  
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Conver Timothy E C/O AEROVIRONMENT, INC. 181 W. HUNTINGTON DRIVE, SUITE 202 MONROVIA, CA 91016	X	X	Chairman, President and CEO	

## Signatures

/s/ Marco Quihuis,  
Attorney-in-Fact

12/04/2008

\_\_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 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 September 29, 2008.

The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$30.34 -

- (2) \$31.33. 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 \$31.36 -

- (3) \$31.60. 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 \$29.94 -

- (4) \$30.91. 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 \$30.94 -

- (5) \$31.92. 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 \$31.95 -

- (6) \$32.43. 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.

- (7) 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.

- (8) Held by The Whiting Family Limited Partnership, of which Mr. Conver is a limited partner. 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.

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