FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

3235-0287 Estimated average burden hours per response: 0.5

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Name and Address of Reporting Person*						2. Issuer Name <b>and</b> Ticker or Trading Symbol AeroVironment Inc AVAV									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Herring Tom						reconstituting [ 117117 ]										Direc	ctor		10% C	wner
						2. Data of Farlingt Transportion (Month/Day/Year)									X	Office	er (give title v)		Other below)	(specify
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 12/15/2010											Senior V	P and G	M	
C/O AEROVIRONMENT, INC.																	JCIIIOI V	i and o	141	
181 W. HUNTINGTON DRIVE, SUITE 202																				
TOT W. HOWTHNGTON DIVE, SOITE 202						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
						4. II Amenument, Date of Original Filed (Month/Day/Year)									Line)					
(Street)															X	Form	n filed by One	Renortin	n Pers	on
MONROVIA CA 91016															X Form filed by One Reporting Person  Form filed by More than One Reporting					
					.											Form Pers		re than Or	іе Кер	orting
(O:+ )		34-4-1	(7:-)													1 013	OII			
(City)	(;	State) (	(Zip)																	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3) 2. Transac						Execution Date,			3.	3. 4. Securities Acquired (A)				(A) or	or 5. Amount of			6. Ownership		7. Nature
Date									Transaction Disposed Of (D) (Instr.			. 3, 4 a					orm: Direct 0) or Indirect	of Indirect Beneficial		
(Month							if any (Month/D	any Month/Day/Year)		Code (Instr. 5)		5)							(I) (Instr. 4)	Ownership
							,		<del>                                     </del>		-			(a)		Reported		' '	` '	(Instr. 4)
									Code	v	Amount		(A) or (D)	Price	•	Transaction(s) (Instr. 3 and 4)				
C						$\dashv$					900	$\dashv$	• •	\$24.06		12,000				
Common Stock 12/15/						<u>'  </u>					800		D	\$24.96		5 12,898		D		
Table II. Derivative Securities Assured Disposed of as Banaficially Owned																				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
	1	1	<u> </u>	<del>• • •</del>			<del></del>	<u> </u>	•											
1. Title of Derivative	2. Conversio	3. Transaction Date	3A. Deeme Execution		4. Transaction Code (Instr		n of		6. Date Exercisable and Expiration Date			7. Title and Amount of			8. Price of Derivative		9. Number o derivative		10. Ownership	11. Nature of Indirect
Security	or Exercise		if any	,					(Month/E		Securities			Secu	rity Se	Securities	Form		Beneficial	
(Instr. 3)	tr. 3) Price of (Month/Da			ay/Year) 8)			Securities					Underlying			(Instr. 5)		Beneficially Owned		Direct (D) or Indirect	Ownership
Derivative					Acquired (A) or					Derivative Security (Instr.				str. 3	3		Following	(I) (In		(Instr. 4)
						Disposed				and 4)							Reported	1	,	
					of (D) (Instr. 3											Transaction(s				
								and 5)									(1113411 4)			
				h			_						Δm	ount	1					
													or	ount						
								Data		Evniratie =			mber							
				- 1	Code	l۷	(A)		Date Exercisa		Expiration Date	Title	of e Sha	ares						

**Explanation of Responses:** 

Remarks:

/s/ Marco Quihuis, Attorney-

in-Fact

\*\* Signature of Reporting Person

Date

12/17/2010

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.

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 Number.