

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Wright Stephen C</u>  (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 <u>AeroVironment Inc [ AVAV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP of Finance, CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2008</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/30/2008		s <sup>(1)</sup>		200	D	\$27.61	3,505	D	
Common Stock	06/30/2008		s <sup>(1)</sup>		100	D	\$27.64	3,405	D	
Common Stock	06/30/2008		s <sup>(1)</sup>		100	D	\$27.665	3,305	D	
Common Stock	06/30/2008		s <sup>(1)</sup>		100	D	\$27.7	3,205	D	
Common Stock	06/30/2008		s <sup>(1)</sup>		300	D	\$27.72	2,905	D	
Common Stock	06/30/2008		s <sup>(1)</sup>		905	D	\$27.74	2,000	D	
Common Stock	06/30/2008		s <sup>(1)</sup>		200	D	\$27.79	1,800	D	
Common Stock	06/30/2008		s <sup>(1)</sup>		900	D	\$27.8	900	D	
Common Stock	06/30/2008		s <sup>(1)</sup>		500	D	\$27.81	400	D	
Common Stock	06/30/2008		s <sup>(1)</sup>		100	D	\$27.86	300	D	
Common Stock	06/30/2008		s <sup>(1)</sup>		100	D	\$28.06	200	D	
Common Stock	06/30/2008		s <sup>(1)</sup>		200	D	\$28.1	0	D	
Common Stock	07/01/2008		M <sup>(1)</sup>		10,152	A	\$0.637	10,152	D	
Common Stock	07/01/2008		M <sup>(1)</sup>		7,038	A	\$0.781	17,190	D	
Common Stock	07/01/2008		s <sup>(1)</sup>		100	D	\$26.38	17,090	D	
Common Stock	07/01/2008		s <sup>(1)</sup>		300	D	\$26.39	16,790	D	
Common Stock	07/01/2008		s <sup>(1)</sup>		100	D	\$26.4	16,690	D	
Common Stock	07/01/2008		s <sup>(1)</sup>		701	D	\$26.41	15,989	D	
Common Stock	07/01/2008		s <sup>(1)</sup>		200	D	\$26.42	15,789	D	
Common Stock	07/01/2008		s <sup>(1)</sup>		200	D	\$26.44	15,589	D	
Common Stock	07/01/2008		s <sup>(1)</sup>		100	D	\$26.46	15,489	D	
Common Stock	07/01/2008		s <sup>(1)</sup>		300	D	\$26.52	15,189	D	
Common Stock	07/01/2008		s <sup>(1)</sup>		501	D	\$26.53	14,688	D	
Common Stock	07/01/2008		s <sup>(1)</sup>		100	D	\$26.54	14,588	D	
Common Stock	07/01/2008		s <sup>(1)</sup>		499	D	\$26.56	14,089	D	
Common Stock	07/01/2008		s <sup>(1)</sup>		100	D	\$26.57	13,989	D	

**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	07/01/2008		S <sup>(1)</sup>		200	D	\$26.6	13,789	D	
Common Stock	07/01/2008		S <sup>(1)</sup>		308	D	\$26.61	13,481	D	
Common Stock	07/01/2008		S <sup>(1)</sup>		200	D	\$26.68	13,281	D	
Common Stock	07/01/2008		S <sup>(1)</sup>		100	D	\$26.7	13,181	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (Right to Purchase)	\$0.637	07/01/2008		M <sup>(1)</sup>		10,152		(2)	10/15/2012	Common Stock	10,152	\$0	0	D	
Stock Options (Right to Purchase)	\$0.781	07/01/2008		M <sup>(1)</sup>		7,038		(3)	06/29/2014	Common Stock	7,038	\$0	7,038	D	

**Explanation of Responses:**

- The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Stephen C. Wright on March 10, 2008.
- The options vest in five equal annual installments beginning one year from October 15, 2002.
- The options vest in five equal annual installments beginning one year from June 29, 2004.

**Remarks:**

/s/ Marco Quihuis, Attorney-in-Fact      07/01/2008

\*\* Signature of Reporting Person      Date

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.

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