

**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**

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>Kim Jikun</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) SVP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 07/15/2014	
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	07/15/2014		S		1,650	D	\$34.63	32,425	D	
Common Stock	07/15/2014		M		6,000	A	\$24.57	38,425	D	
Common Stock	07/15/2014		M		4,000	A	\$29.79	42,425	D	
Common Stock	07/15/2014		M		6,000	A	\$18.07	48,425	D	
Common Stock	07/15/2014		S		12,999	D	\$34.87 <sup>(1)</sup>	35,426	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)	\$24.57	07/15/2014		M			6,000	(2)	06/22/2020	Common Stock	6,000	\$0	6,000	D	
Stock Options (Right to Purchase)	\$29.79	07/15/2014		M			4,000	(3)	05/11/2021	Common Stock	4,000	\$0	8,000	D	
Stock Options (Right to Purchase)	\$18.07	07/15/2014		M			6,000	(4)	04/22/2023	Common Stock	6,000	\$0	24,000	D	

**Explanation of Responses:**

- The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$34.51 - \$35.29. 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 options vest in five equal annual installments beginning one year from June 22, 2010.
- The options vest in five equal annual installments beginning one year from May 11, 2011.
- The options vest in five equal annual installments beginning one year from April 22, 2013.

**Remarks:**

/s/ Marco Quihuis, Attorney-  
in-Fact      07/16/2014

\*\* 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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