
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934*

(Amendment No. 1)

AeroVironment, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

008073108

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 008073108

1	NAME OF REPORTING PERSONS Judith MacCready	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States citizen	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 2,381,132 shares (1)
	6	SHARED VOTING POWER 0 shares
	7	SOLE DISPOSITIVE POWER 2,381,132 shares (1)
	8	SHARED DISPOSITIVE POWER 0 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,381,132 shares	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.3%(2)	
12	TYPE OF REPORTING PERSON IN	

(1) Includes 2,381,132 shares held by the P. and J. MacCready Living Trust (Restated) dated March 13, 1997, of which Mrs. MacCready is a trustee.

(2) Based on 21,104,222 shares of common stock of AeroVironment, Inc. outstanding as of November 19, 2008, as reported in AeroVironment, Inc.'s Quarterly Report on Form 10-Q filed on December 4, 2008.

CUSIP No. 008073108

1	NAME OF REPORTING PERSONS P. and J. MacCready Living Trust (Restated) dated March 13, 1997	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION State of California, United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 2,381,132 shares
	6	SHARED VOTING POWER 0 shares
	7	SOLE DISPOSITIVE POWER 2,381,132 shares
	8	SHARED DISPOSITIVE POWER 0 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,381,132 shares	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.3%(1)	
12	TYPE OF REPORTING PERSON OO	

(1) Based on 21,104,222 shares of common stock of AeroVironment, Inc. outstanding as of November 19, 2008, as reported in AeroVironment, Inc.'s Quarterly Report on Form 10-Q filed on December 4, 2008.

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Item 1(a). Name of Issuer:

AeroVironment, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

181 W. Huntington Drive., Monrovia, CA 91016

Item 2(a). Name of Person Filing:

This Schedule is being filed by Judith MacCready and the P. and J. MacCready Living Trust (Restated) dated March 13, 1997 (the "MacCready Trust"). Mrs. MacCready and the MacCready Trust are filing this Schedule jointly, pursuant to the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act, as amended, and not as separate persons.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of Mrs. MacCready and the MacCready Trust is: c/o AeroVironment, Inc., 181 W. Huntington Drive., Monrovia, CA 91016.

Item 2(c). Citizenship:

Mrs. MacCready is a United States citizen. The MacCready Trust was formed in the State of California, United States.

Item 2(d). Title of Class of Securities:

Common stock, \$0.0001 par value per share

Item 2(e). CUSIP Number:

008073108

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
 - (d) Investment company registered under Section 8 of the Investment Company Act.
 - (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
 - (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
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Item 4. Ownership

- (a) Amount beneficially owned:
 - Mrs. MacCready: 2,381,132 Shares (1)
 - MacCready Trust: 2,381,132 Shares
- (b) Percent of class (2):
 - Mrs. MacCready: 11.3%
 - MacCready Trust: 11.3%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
 - Mrs. MacCready: 2,381,132 Shares (1)
 - MacCready Trust: 2,381,132 Shares
 - (ii) Shared power to vote or to direct the vote:
 - Mrs. MacCready: 0 Shares
 - MacCready Trust: 0 Shares
 - (iii) Sole power to dispose or to direct the disposition of:
 - Mrs. MacCready: 2,381,132 Shares (1)
 - MacCready Trust: 2,381,132 Shares
 - (iv) Shared power to dispose or to direct the disposition of:
 - Mrs. MacCready: 0 Shares
 - MacCready Trust: 0 Shares

(1) Includes 2,381,132 shares held by the MacCready Trust, of which Mrs. MacCready is a trustee.

(2) Based on 21,104,222 shares of common stock of AeroVironment, Inc. outstanding as of November 19, 2008, as reported in AeroVironment, Inc.'s Quarterly Report on Form 10-Q filed on December 4, 2008.

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Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certifications:

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2009

JUDITH MACCREADY

/s/ Judith MacCready*

Name: Judith MacCready

P. AND J. MACCREADY LIVING TRUST
(RESTATED) DATED MARCH 13, 1997

By: /s/ Judith MacCready*

Name: Judith MacCready

Title: Trustee

* By Leslie R. Ravestein, as Attorney-in-Fact.

Exhibit Index

Exhibit 1 Joint Filing Agreement.

Exhibit 2 Power of Attorney.

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Schedule 13G (including any and all amendments thereto) with respect to the common stock, par value of \$0.0001, of AeroVironment, Inc., and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided that no party is responsible for the completeness or accuracy of the information concerning any other filing party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original instrument, but all of such counterparts together shall constitute one agreement.

In evidence thereof, the undersigned, being duly authorized, hereby execute this Joint Filing Agreement this 17th day of February, 2009.

JUDITH MACCREADY

/s/ Judith MacCready

Name: Judith MacCready

P. AND J. MACCREADY LIVING TRUST
(RESTATED) DATED MARCH 13, 1997

By: /s/ Judith MacCready

Name: Judith MacCready

Title: Trustee

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Marco Quihuis and Leslie Ravestein, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of AeroVironment, Inc. (the "Company"), Schedules 13 and Forms 3, 4, and 5 and any amendments thereto in accordance with Sections 13(d)-(g) or 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13 or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedules 13 and Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of February, 2009.

JUDITH MACCREADY

/s/ Judith MacCready

Name: Judith MacCready

P. AND J. MACCREADY LIVING TRUST
(RESTATED) DATED MARCH 13, 1997

By: /s/ Judith MacCready

Name: Judith MacCready

Title: Trustee