**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**
   - KarlKynneth D.
   - 900 INNOVATORS WAY
   - SIMI VALLEY CA 93065

2. **Issuer Name and Ticker or Trading Symbol**
   - AeroVironment Inc [ AVAV ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 06/23/2020

---

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>06/23/2020</td>
<td></td>
<td>M</td>
<td>2,821</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>$0(1)</td>
<td>12,761</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

---

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 3)</th>
<th>5. Number of Derivatives Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Restricted Stock Units</td>
<td>$0(1)</td>
<td>06/23/2020</td>
<td>M</td>
<td>2,486(1)</td>
<td>06/23/2020(1)</td>
<td>06/23/2020(2)</td>
<td>Common Stock</td>
<td>2,486(1)</td>
<td>0(1)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

---

**Explanation of Responses:**

1. Each Performance Restricted Stock Unit (PRSUs) represents the contingent right to receive, following vesting, shares of the issuer's common stock. The resulting number of shares of the issuer's common stock acquired upon vesting of the PRSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year performance period beginning on May 1, 2017 and ending on April 30, 2020. The target number of units subject to the award is presented in the table. The number of units that vest may be 0% to 200% of the target number of units, depending on performance.

2. Unless earlier forfeited under the terms of the PRSUs, each PRSU vests and converts into shares of the issuer's common stock upon certification by the Company's Compensation Committee of the achievement of the performance metrics of the PRSUs (the "Certification Date").

3. Upon conversion of the PRSUs, the Reporting Person received 2,821 shares of common stock.

---

**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).


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.

---

**Signature of Reporting Person**

/s Kasey Hannah, Attorney-in-Fact

06/24/2020