

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>Herring Tom</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>Senior VP and COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2014</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	03/17/2014		M		35,000	A	\$23.06	59,492	D	
Common Stock	03/17/2014		M		14,000	A	\$29.79	73,492	D	
Common Stock	03/17/2014		M		6,000	A	\$28.72	79,492	D	
Common Stock	03/17/2014		S		31,044	D	\$36.89 ⁽¹⁾	48,448	D	
Common Stock	03/17/2014		S		3,956	D	\$37.61 ⁽²⁾	44,492	D	
Common Stock	03/17/2014		S		12,482	D	\$36.9 ⁽³⁾	32,010	D	
Common Stock	03/17/2014		S		1,518	D	\$37.6 ⁽⁴⁾	30,492	D	
Common Stock	03/17/2014		S		6,000	D	\$36.78 ⁽⁵⁾	24,492	D	
Common Stock	03/18/2014		S		889	D	\$36.99	23,603	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)	\$23.06	03/17/2014		M			35,000	(6)	03/11/2020	Common Stock	35,000	\$0	10,000	D	
Stock Options (Right to Purchase)	\$29.79	03/17/2014		M			14,000	(7)	05/11/2021	Common Stock	14,000	\$0	21,000	D	
Stock Options (Right to Purchase)	\$28.72	03/17/2014		M			6,000	(8)	03/01/2022	Common Stock	6,000	\$0	24,000	D	

Explanation of Responses:

1. The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$36.43 - \$37.43. 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.
2. The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$37.50 - \$37.74. 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.
3. The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$36.49 - \$37.43. 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.
4. The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$37.50 - \$37.74. 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.
5. The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$36.72 - \$36.91. 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.
6. The options vest in five equal annual installments beginning one year from March 11, 2010.
7. The options vest in five equal annual installments beginning one year from May 11, 2011.
8. The options vest in five equal annual installments beginning one year from March 1, 2012.

Remarks:

/s/ Marco Quihuis, Attorney- 03/19/2014
in-Fact

** 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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