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VIA EDGAR

Max A. Webb  
Assistant Director  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E., Mail Stop 3561  
Washington, D.C. 20549

**Re: AeroVironment, Inc.  
Registration Statement on Form S-1  
Filed September 28, 2006  
File No. 333-137658**

Dear Mr. Webb:

AeroVironment, Inc. is submitting (by EDGAR) Amendment No. 5 to its Registration Statement on Form S-1 (the "*Amendment*"). Courtesy copies of the Amendment (specifically marked to show the changes thereto) are being submitted to the Staff by hand delivery.

Any comments or questions regarding the Amendment should be directed to the undersigned at (858) 523-3959. Thank you in advance for your cooperation in connection with this matter.

Very truly yours,

/s/ Michael Sullivan  
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Michael Sullivan

cc: Craig M. Gamer, Esq., Latham & Watkins LLP  
Stuart L. Hindle, AeroVironment, Inc.