

Wright Stephen C
Form 4
July 01, 2008

FORM 4

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

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wright Stephen C

(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
AeroVironment Inc [AVAV]

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP of Finance, CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	06/30/2008		S ⁽²⁾		1	D \$ 28.27	0	I	See footnote ⁽¹⁾
Common Stock	06/30/2008		M ⁽²⁾		18,000	A \$ 0.637	18,000	D	
Common Stock	06/30/2008		S ⁽²⁾		100	D \$ 27.3	17,900	D	
Common Stock	06/30/2008		S ⁽²⁾		200	D \$ 27.31	17,700	D	
	06/30/2008		S ⁽²⁾		500	D	17,200	D	

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Common Stock					\$ 27.32		
Common Stock	06/30/2008	<u>S(2)</u>	100	D	\$ 27.33	17,100	D
Common Stock	06/30/2008	<u>S(2)</u>	200	D	\$ 27.35	16,900	D
Common Stock	06/30/2008	<u>S(2)</u>	300	D	\$ 27.36	16,600	D
Common Stock	06/30/2008	<u>S(2)</u>	1,200	D	\$ 27.37	15,400	D
Common Stock	06/30/2008	<u>S(2)</u>	407	D	\$ 27.38	14,993	D
Common Stock	06/30/2008	<u>S(2)</u>	399	D	\$ 27.39	14,594	D
Common Stock	06/30/2008	<u>S(2)</u>	900	D	\$ 27.4	13,694	D
Common Stock	06/30/2008	<u>S(2)</u>	1,000	D	\$ 27.41	12,694	D
Common Stock	06/30/2008	<u>S(2)</u>	1,000	D	\$ 27.42	11,694	D
Common Stock	06/30/2008	<u>S(2)</u>	450	D	\$ 27.43	11,244	D
Common Stock	06/30/2008	<u>S(2)</u>	597	D	\$ 27.44	10,647	D
Common Stock	06/30/2008	<u>S(2)</u>	300	D	\$ 27.45	10,347	D
Common Stock	06/30/2008	<u>S(2)</u>	500	D	\$ 27.46	9,847	D
Common Stock	06/30/2008	<u>S(2)</u>	300	D	\$ 27.47	9,547	D
Common Stock	06/30/2008	<u>S(2)</u>	100	D	\$ 27.48	9,447	D
Common Stock	06/30/2008	<u>S(2)</u>	495	D	\$ 27.49	8,952	D
Common Stock	06/30/2008	<u>S(2)</u>	475	D	\$ 27.5	8,477	D
Common Stock	06/30/2008	<u>S(2)</u>	862	D	\$ 27.51	7,615	D
Common Stock	06/30/2008	<u>S(2)</u>	100	D	\$ 27.52	7,515	D
	06/30/2008	<u>S(2)</u>	500	D		7,015	D

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Common Stock					\$ 27.53		
Common Stock	06/30/2008	S ⁽²⁾	1,700	D	\$ 27.54	5,315	D
Common Stock	06/30/2008	S ⁽²⁾	700	D	\$ 27.56	4,615	D
Common Stock	06/30/2008	S ⁽²⁾	110	D	\$ 27.57	4,505	D
Common Stock	06/30/2008	S ⁽²⁾	100	D	\$ 27.59	4,405	D
Common Stock	06/30/2008	S ⁽²⁾	700	D	\$ 27.6	3,705	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Purchase)	\$ 0.637	06/30/2008		M ⁽²⁾		18,000		⁽³⁾	10/15/2012	Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wright Stephen C C/O AEROVIRONMENT, INC. 181 W. HUNTINGTON DRIVE, SUITE 202 MONROVIA, CA 91016	VP of Finance, CFO

Signatures

/s/ Marco Quihuis,
Attorney-in-Fact

07/01/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Held by the Stephen Wright and Jean O'Connell Living Trust Dated October 22, 2004 of which Mr. Wright is one of the trustees. Mr. Wright disclaims beneficial ownership of any securities in which he doesn't have a pecuniary interest.
- (2) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Stephen C. Wright on March 10, 2008.
- (3) The options vest in five equal annual installments beginning one year from October 15, 2002.

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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