Rettaliata Peter Form 3 November 30, 2012

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement AIR INDUSTRIES GROUP, INC. [AIRI] A Rettaliata Peter (Month/Day/Year) 11/30/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1479 NORTH CLINTON (Check all applicable) **AVENUE** (Street) 6. Individual or Joint/Group \_X\_ Director 10% Owner \_X\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting CEO & President Person BAY SHORE, NYÂ 11706 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 2,545 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | · · · · · · · · · · · · · · · · · · · | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|--|---------------------------------------|---|------------------------------------|---------------------------------|--|
|  |                                       | Title   | Derivative                         | Security:                       | (msu. 5)   |
|  |                                       |   | Security                           | Direct (D)                      |  |

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|                   | Date<br>Exercisable | Expiration<br>Date |                 | Amount or<br>Number of<br>Shares |          | or Indirect (I) (Instr. 5) |   |
|-------------------|---------------------|--------------------|-----------------|----------------------------------|----------|----------------------------|---|
| Stock Options (1) | 07/29/2010          | 07/29/2015         | Common<br>Stock | 51,716                           | \$ 4.5   | D                          | Â |
| Stock Options (2) | 09/26/2005          | 09/26/2015         | Common<br>Stock | 375                              | \$ 88    | D                          | Â |
| Stock Options (2) | 09/26/2005          | 09/26/2015         | Common<br>Stock | 375                              | \$ 171.2 | D                          | Â |
| Stock Options (2) | 09/26/2005          | 09/26/2015         | Common<br>Stock | 375                              | \$ 190.8 | D                          | Â |
| Stock Options (2) | 09/26/2005          | 09/26/2015         | Common<br>Stock | 375                              | \$ 114   | D                          | Â |
| Stock Options (2) | 04/11/2008          | 09/26/2015         | Common<br>Stock | 1,200 (3)                        | \$ 90    | D                          | Â |

### **Reporting Owners**

| Reporting Owner Name / Address                                       | Relationships |           |                 |       |  |
|--|---------------|-----------|-----------------|-------|--|
|  | Director      | 10% Owner | Officer         | Other |  |
| Rettaliata Peter<br>1479 NORTH CLINTON AVENUE<br>BAY SHORE, NY 11706 | ÂΧ            | Â         | CEO & President | Â     |  |

#### **Signatures**

/s/ Peter D.
Rettaliata

\*\*Signature of Reporting Person

11/30/2012

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Options granted pursuant to Air Industries Group Inc.'s 2010 Equity Incentive Plan.
- (2) Options granted pursuant to Air Industries Group Inc.'s 2005 Stock Incentive Plan.
- (3) Options to purchase an additional 150 shares vest on each of November 30, 2013 and November 30, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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