

SCHROEDER ROBERT C
 Form 4
 April 04, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SCHROEDER ROBERT C

2. Issuer Name and Ticker or Trading Symbol
 AIR INDUSTRIES GROUP [AIRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 700 NEW YORK AVENUE, SUITE B

3. Date of Earliest Transaction (Month/Day/Year)
 04/04/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

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

HUNTINGTON, NY 11743

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/04/2019		J ⁽¹⁾	4,442 A	\$ 1.12 92,293	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)

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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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Options (right to purchase)	\$ 1.59	05/14/2018		A	13,000	05/14/2018 ⁽²⁾ 05/31/2023	Common Stock	13,000
Stock Options (right to purchase)	\$ 11.73	05/16/2014		A	750	05/16/2014 05/15/2019	Common Stock	750
Stock Options (right to purchase)	\$ 9.24	08/21/2014		A	750	08/21/2014 08/20/2019	Common Stock	750
Stock Options (right to purchase)	\$ 10.26	11/24/2014		A	1,750	11/24/2014 11/23/2019	Common Stock	1,750
Stock Options (right to purchase)	\$ 10.05	04/06/2015		A	3,000	⁽³⁾ 04/05/2020	Common Stock	3,000
Stock Options (right to purchase)	\$ 4.64	06/02/2016		A	3,000	⁽⁴⁾ 06/01/2021	Common Stock	3,000
Stock Options (right to purchase)	\$ 1.69	01/02/2018		A	3,000	01/02/2018 12/31/2022	Common Stock	3,000
Stock Options (right to purchase)	\$ 1.28	02/13/2019		A	10,000	03/31/2019 ⁽⁵⁾ 12/31/2025	Common Stock	10,000
Warrants (right to purchase)	\$ 11.25	07/28/2014		J ⁽⁵⁾	7,580	05/29/2015 05/28/2019	Common Stock	7,580

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Warrants (right to purchase)	\$ 6.15	10/13/2016	J ⁽⁶⁾	8,110	11/27/2016	05/26/2021	Common Stock	8,110
Warrants (right to purchase)	\$ 6.15	03/15/2017	J ⁽⁶⁾	10,500	09/01/2016	07/31/2021	Common Stock	10,500
Warrants (right to purchase)	\$ 3	03/15/2017	J ⁽⁶⁾	11,278	11/23/2016	11/30/2021	Common Stock	11,278
Warrants (right to purchase)	\$ 3	03/15/2017	J ⁽⁶⁾	6,450	12/22/2016	11/30/2021	Common Stock	6,450
Warrants (right to purchase)	\$ 4.45	03/15/2017	J ⁽⁶⁾	5,000	02/17/2017	01/31/2022	Common Stock	5,000
Warrants (right to purchase)	\$ 3.3	03/15/2017	J ⁽⁶⁾	2,913	03/08/2017	01/31/2022	Common Stock	2,913
Warrants (right to purchase)	\$ 3.78	03/15/2017	J ⁽⁶⁾	2,868	03/15/2017	01/31/2022	Common Stock	2,868
Warrants (right to purchase)	\$ 4	03/21/2017	J ⁽⁶⁾	579	03/21/2017	01/31/2022	Common Stock	579

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHROEDER ROBERT C 700 NEW YORK AVENUE, SUITE B HUNTINGTON, NY 11743	X			

Signatures

/s/ Robert C.
Schroeder

04/04/2019

**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) Represents shares issued in lieu of cash payment of directors' fees.

(2) Fully vested as of December 31, 2018.

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- (3) Fully vested as of 11/01/2016.
- (4) Fully vested as of 01/01/2016.
- (5) Vests as to 2,500 shares on March 31, 2019, and an additional 2,500 shares on each of June 30, 2019, September 31, 2019 and December 31, 2019.
- (6) Assignment of a portion of Placement Agent Warrants originally issued to Taglich Brothers, Inc., of which the Reporting Person is Vice President - Investment Banking.

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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