

Wright Stephen C
Form 4
July 01, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
AeroVironment Inc [AVAV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
C/O AEROVIRONMENT, INC., 181 W. HUNTINGTON DRIVE, SUITE 202

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

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

(Street)
MONROVIA, CA 91016

(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 Indirect Ownership (Instr. 4)	
			Code	V	Amount or 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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