

SCHROEDER ROBERT C
 Form 4
 February 14, 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)
 02/13/2019

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

(Street)
 HUNTINGTON, NY 11743

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					87,851	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	Amount or Number of Shares
Stock Options (right to purchase)	\$ 1.59	05/14/2018		A	13,000	05/14/2018 ⁽¹⁾	05/31/2023	Common Stock	13,000
Stock Options (right to purchase)	\$ 9.38	03/31/2014		A	750	03/31/2014	03/31/2019	Common Stock	750
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	⁽²⁾	04/05/2020	Common Stock	3,000
Stock Options (right to purchase)	\$ 4.64	06/02/2016		A	3,000	⁽³⁾	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 ⁽⁴⁾	12/31/2025	Common Stock	10,000

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Warrants (right to purchase)	\$ 11.25	07/28/2014	<u>J</u> (5)	7,580	05/29/2015	05/28/2019	Common Stock	7,580
Warrants (right to purchase)	\$ 6.15	10/13/2016	<u>J</u> (5)	8,110	11/27/2016	05/26/2021	Common Stock	8,110
Warrants (right to purchase)	\$ 6.15	03/15/2017	<u>J</u> (5)	10,500	09/01/2016	07/31/2021	Common Stock	10,500
Warrants (right to purchase)	\$ 3	03/15/2017	<u>J</u> (5)	11,278	11/23/2016	11/30/2021	Common Stock	11,278
Warrants (right to purchase)	\$ 3	03/15/2017	<u>J</u> (5)	6,450	12/22/2016	11/30/2021	Common Stock	6,450
Warrants (right to purchase)	\$ 4.45	03/15/2017	<u>J</u> (5)	5,000	02/17/2017	01/31/2022	Common Stock	5,000
Warrants (right to purchase)	\$ 3.3	03/15/2017	<u>J</u> (5)	2,913	03/08/2017	01/31/2022	Common Stock	2,913
Warrants (right to purchase)	\$ 3.78	03/15/2017	<u>J</u> (5)	2,868	03/15/2017	01/31/2022	Common Stock	2,868
Warrants (right to purchase)	\$ 4	03/21/2017	<u>J</u> (5)	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 02/14/2019

**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) Fully vested as of December 31, 2018.
- (2) Fully vested as of 11/01/2016.
- (3) Fully vested as of 01/01/2016.
- (4) 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.
- (5) 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. 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.