

Conver Timothy E
Form 5
February 14, 2013

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
Conver Timothy E

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President and CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/28/2012	Â	G	15,000 D \$ 0	2,416,722	I	See footnote ⁽¹⁾
Common Stock	12/28/2012	Â	G	15,000 D \$ 0	2,401,722	I	See footnote ⁽¹⁾
Common Stock	12/28/2012	Â	G	15,000 D \$ 0	2,386,722	I	See footnote ⁽¹⁾
Common Stock	Â	Â	Â	Â Â Â	470,000	I	See footnote ⁽²⁾

Common Stock	\hat{A}	\hat{A}	\hat{A}	\hat{A}	\hat{A}	\hat{A}	100	D	\hat{A}
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SEC 2270
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Other Data Supplied by Borrower or Lender (Instr. 6, 7, and 8)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Director 10% Owner Officer Other

X X Chairman, President and CEO X

****Signature of Reporting Person** _____ **Date** _____

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