AMERICAN VANGUARD CORP

Form 4 May 28, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KRAFT HERBERT A Issuer Symbol AMERICAN VANGUARD CORP (Check all applicable) [AVD] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director X 10% Owner Other (specify Officer (give title (Month/Day/Year) below) 2110 DAVIE AVE. 05/28/2008 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting COMMERCE, CA 90040 Person

(Ci	ity)	(State)	(Zip)	Table I -	Non-Deriv	vative	Secu	rities .	Acqı	uired,	, Disp	osed o	of, or	Benef	icially	y Ow	ned
			 	 _		~								_			

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies A	equired	5. Amount of	Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	ransaction(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
			Couc v	Amount	(D)				
Common Stock	05/28/2008		M	9,680	A	\$ 4.68	3,301,359	I	Note (1)

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. Transactic Code (Instr. 8)			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 Option (to buy)	\$ 4.68	05/28/2008		M		9,680	07/14/2003	07/14/2008	Common	9,680

Reporting Owners

Reporting Owner Name / Address	Relationships								
r	Director	10% Owner	Officer	Other					
KRAFT HERBERT A 2110 DAVIE AVE.	X	X							
COMMERCE, CA 90040									

Signatures

/s/ Herbert A.
Kraft

_**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) These shares are held in a family trust where the reporting person is a trustee, except as to 13,834 shares held by the reporting person in an IRA.

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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