

MacCready Judy  
Form 4  
April 07, 2009

**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 \*  
MacCready Judy

(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. Date of Earliest Transaction  
(Month/Day/Year)  
04/03/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/03/2009		S		20,000	D	\$ 22.28 (1)	2,361,132	I	See footnote (5)
Common Stock	04/06/2009		S		20,000	D	\$ 22.77 (2)	2,341,132	I	See footnote (5)
Common Stock	04/06/2009		S		20,000	D	\$ 24.01 (3)	2,321,132	I	See footnote (5)
Common	04/07/2009		S		20,000	D	\$	2,301,132	I	See



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The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$22.70 - \$22.95. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$24.00 -
- (3) \$24.09. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- The price reported represents the weighted average price of shares sold. Shares were sold at varying prices in the range of \$25.00 -
- (4) \$25.15. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- (5) Held by the P. and J. MacCready Living Trust (Restated) March 13, 1997, of which Judith MacCready is the trustee.

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.