

Conver Timothy E
Form SC 13G/A
February 16, 2010

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934*
(Amendment No. 2)**

AeroVironment, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

008073108

(CUSIP Number)

December 31, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 008073108

| | | |
|---|--|--|
| 1 | Name of Reporting Persons Timothy E. Conver | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization United States citizen | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5 | Sole Voting Power 100 shares |
| | 6 | Shared Voting Power 3,562,392 shares (1) |
| | 7 | Sole Dispositive Power 100 shares |
| | 8 | Shared Dispositive Power 3,562,392 shares (1) |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 3,562,492 shares (2) | |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> | |
| 11 | Percent of Class Represented by Amount in Row (9) 16.5%(3) | |
| 12 | Type of Reporting Person IN | |

(1) Includes 3,562,392 shares of AeroVironment, Inc. common stock held by the Conver Family Trust, of which Mr. Conver is a trustee.

(2) Mr. Conver disclaims beneficial ownership of the shares listed above, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission for purposes of Sections 13(d) or 13(g) or any other purpose.

(3) Based on 21,535,822 shares of common stock of AeroVironment, Inc. outstanding as of November 27, 2009, as reported in AeroVironment, Inc.'s Quarterly Report on Form 10-Q filed on December 9, 2009.

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| | | |
|---|--|--|
| 1 | Name of Reporting Persons Conver Family Trust | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization State of California, United States | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5 | Sole Voting Power 3,562,392 shares |
| | 6 | Shared Voting Power 0 shares |
| | 7 | Sole Dispositive Power 3,562,392 shares |
| | 8 | Shared Dispositive Power 0 shares |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 3,562,392 shares | |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> | |
| 11 | Percent of Class Represented by Amount in Row (9) 16.5%(1) | |
| 12 | Type of Reporting Person OO | |

(1) Based on 21,535,822 shares of common stock of AeroVironment, Inc. outstanding as of November 27, 2009, as reported in AeroVironment, Inc.'s Quarterly Report on Form 10-Q filed on December 9, 2009.

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Item 1(a). **Name of Issuer:**

AeroVironment, Inc.

Item 1(b). **Address of Issuer's Principal Executive Offices:**

181 W. Huntington Drive, Monrovia, CA 91016

Item 2(a). **Name of Person Filing:**

This Schedule is being filed by Timothy E. Conver and the Conver Family Trust. Mr. Conver and the Conver Family Trust are filing this Schedule jointly, pursuant to the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act, as amended, and not as separate persons.

Item 2(b). **Address of Principal Business Office or, if None, Residence:**

The address of Mr. Conver and the Conver Family Trust is: c/o AeroVironment, Inc., 181 W. Huntington Drive, Monrovia, CA 91016.

Item 2(c). **Citizenship:**

Mr. Conver is a United States citizen. The Conver Family Trust was formed in the State of California, United States.

Item 2(d). **Title of Class of Securities:**

Common stock, \$0.0001 par value per share.

Item 2(e).

CUSIP Number:

008073108

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

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Item 4. Ownership

(a) Amount beneficially owned:

Mr. Conver: 3,562,492 Shares (1)

Conver Family Trust: 3,562,392 Shares

(b) Percent of class (2):

Mr. Conver: 16.5%

Conver Family Trust: 16.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

Mr. Conver: 100 Shares

Conver Family Trust: 3,562,392 Shares

(ii) Shared power to vote or to direct the vote:

Mr. Conver: 3,562,392 Shares (3)

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Conver Family Trust: 0 Shares

(iii) Sole power to dispose or to direct the disposition of:

Mr. Conver: 100 Shares

Conver Family Trust: 3,562,392 Shares

(iv) Shared power to dispose or to direct the disposition of:

Mr. Conver: 3,562,392 Shares (3)

Conver Family Trust: 0 Shares

(1) Mr. Conver disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission for purposes of Sections 13(d) or 13(g) or any other purpose.

(2) Based on 21,535,822 shares of common stock of AeroVironment, Inc. outstanding as of November 27, 2009, as reported in AeroVironment, Inc.'s Quarterly Report on Form 10-Q filed on December 9, 2009.

(3) Includes 3,562,392 shares of AeroVironment, Inc. common stock held by the Conver Family Trust, of which Mr. Conver is a trustee.

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Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certifications:

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2010

TIMOTHY E. CONVER

/s/ Timothy E. Conver*

Name: Timothy E. Conver

CONVER FAMILY TRUST

By: /s/ Timothy E. Conver*

Name: Timothy E. Conver

Title: Trustee

* By Leslie R. Ravestein, as Attorney-in-Fact. Power of Attorney granted by Timothy E. Conver and the Conver Family Trust in favor of Leslie R. Ravestein, dated as of February 17, 2009, was previously filed with the U.S. Securities and Exchange Commission on February 17, 2009 as Exhibit 2 to Schedule 13G/A filed by Timothy E. Conver and the Conver Family Trust with respect to AeroVironment, Inc., and is incorporated herein by reference.

EXHIBIT INDEX

Exhibit 1 Joint Filing Agreement.