SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
SCHROEDER ROBERT C	AIR INDUSTRIES GROUP [AIRI]	X Director	10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/24/2014	Officer (give title below)	Other (specify below)
700 NEW YORK AVENUE, SUITE B			
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)	
HUNTINGTON NY 11743		X Form filed by One Reporting Person	
(City) (State) (Zip)		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								50,554	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to purchase)	$6	04/23/2013		A		750		04/23/2013	04/23/2018	Common Stock	750	$0	6,750	D	
Stock Options (right to purchase)	$7.86	09/30/2013		A		750		09/30/2013	09/30/2018	Common Stock	750	$0	7,500	D	
Stock Options (right to purchase)	$8.98	12/31/2013		A		750		12/31/2013	12/31/2018	Common Stock	750	$0	8,250	D	
Stock Options (right to purchase)	$9.38	03/31/2014		A		750		03/31/2014	03/31/2019	Common Stock	750	$0	9,000	D	
Warrants (1) (right to purchase)	$6.3	06/22/2012		A		20,005		06/22/2012	06/22/2017	Common Stock	20,005	$0	29,005	I	See Note[1]
Stock Options (right to purchase)	$11.73	05/16/2014		A		750		05/16/2014	05/15/2019	Common Stock	750	$0	29,755	D	
Warrants (right to purchase)	$11.25	07/28/2014		A		7,580		05/29/2015	05/28/2019	Common Stock	7,580	$0	37,335	D	
Stock Options (right to purchase)	$9.24	08/21/2014		A		750		08/21/2014	08/20/2019	Common Stock	750	$0	38,085	D	
Stock Options (right to purchase)	$10.26	11/24/2014		A		1,750		11/24/2014	11/23/2019	Common Stock	1,750	$0	39,835	D	

Explanation of Responses:

1. Reporting Person's portion of a total 118,585 Placement Agent Warrants received by Taglich Brothers, Inc., which acted as placement agent for the sale of Issuer's common stock in June and July of 2012.

/s/ Robert C. Schroeder   11/25/2014

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.