

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>SCHROEDER ROBERT C</b>			2. Issuer Name and Ticker or Trading Symbol <b>AIR INDUSTRIES GROUP [ AIRI ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/14/2018</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
700 NEW YORK AVENUE, SUITE B			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>HUNTINGTON NY 11743</b>								
(City) (State) (Zip)								

**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	08/03/2017		A		10,333	A	\$1.36	62,012	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
Stock Options (right to purchase)	\$1.59	05/14/2018		A		13,000		05/14/2018 <sup>(1)</sup>	05/31/2023	Common Stock	13,000	\$0	13,000	D	
Stock Options (right to purchase)	\$7.86	09/30/2013		A		750		09/30/2013	09/30/2018	Common Stock	750	\$0	750	D	
Stock Options (right to purchase)	\$8.98	12/31/2013		A		750		12/31/2013	12/31/2018	Common Stock	750	\$0	750	D	
Stock Options (right to purchase)	\$9.38	03/31/2014		A		750		03/31/2014	03/31/2019	Common Stock	750	\$0	750	D	
Stock Options (right to purchase)	\$11.73	05/16/2014		A		750		05/16/2014	05/15/2019	Common Stock	750	\$0	750	D	
Stock Options (right to purchase)	\$9.24	08/21/2014		A		750		08/21/2014	08/20/2019	Common Stock	750	\$0	750	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	1,750	D	
Stock Options (right to purchase)	\$10.05	04/06/2015		A		3,000		(2)	04/05/2020	Common Stock	3,000	\$0	3,000	D	
Stock Options (right to purchase)	\$4.64	06/02/2016		A		3,000		(3)	06/01/2021	Common Stock	3,000	\$0	3,000	D	
Stock Options (right to purchase)	\$1.69	01/02/2018		A		3,000		01/02/2018	12/31/2022	Common Stock	3,000	\$0	3,000	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				
Warrants (right to purchase)	\$11.25	07/28/2014		j <sup>(4)</sup>		7,580		05/29/2015	05/28/2019	Common Stock	7,580	\$0	7,580	D	
Warrants (right to purchase)	\$6.15	10/13/2016		j <sup>(4)</sup>		8,110		11/27/2016	05/26/2021	Common Stock	8,110	\$0	8,110	D	
Warrants (right to purchase)	\$6.15	03/15/2017		j <sup>(4)</sup>		10,500		09/01/2016	07/31/2021	Common Stock	10,500	\$0	10,500	D	
Warrants (right to purchase)	\$3	03/15/2017		j <sup>(4)</sup>		11,278		11/23/2016	11/30/2021	Common Stock	11,278	\$0	11,278	D	
Warrants (right to purchase)	\$3	03/15/2017		j <sup>(4)</sup>		6,450		12/22/2016	11/30/2021	Common Stock	6,450	\$0	17,728	D	
Warrants (right to purchase)	\$4.45	03/15/2017		j <sup>(4)</sup>		5,000		02/17/2017	01/31/2022	Common Stock	5,000	\$0	5,000	D	
Warrants (right to purchase)	\$3.3	03/15/2017		j <sup>(4)</sup>		2,913		03/08/2017	01/31/2022	Common Stock	2,913	\$0	2,913	D	
Warrants (right to purchase)	\$3.78	03/15/2017		j <sup>(4)</sup>		2,868		03/15/2017	01/31/2022	Common Stock	2,868	\$0	2,868	D	
Warrants (right to purchase)	\$4	03/21/2017		j <sup>(4)</sup>		579		03/21/2017	01/31/2022	Common Stock	579	\$0	579	D	

**Explanation of Responses:**

1. Vests as to 5,500 shares on May 14, 2018 and in increments of 2,500 additional shares on each of June 30, September 30, 2018 and December 31, 2018.
2. Fully vested as of 11/01/2016.
3. Fully vested as of 01/01/2016.
4. Assignment of a portion of Placement Agent Warrants originally issued to Taglich Brothers, Inc., of which the Reporting Person is Vice President - Investment Banking.

/s/ Robert C. Schroeder                      05/16/2018

\*\* Signature of Reporting Person                      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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