

**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* <u>SCHROEDER ROBERT C</u>  (Last) (First) (Middle) <u>700 NEW YORK AVENUE, SUITE B</u>  (Street) <u>HUNTINGTON NY 11743</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AIR INDUSTRIES GROUP [ AIRI ]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/28/2014</u>	
		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

**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
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 <sup>(1)</sup>
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	

**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                      08/07/2014

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.