SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer sub	iect to
Section 16. Form 4 or Form 5	JOOL 10
obligations may continue. See	
Instruction 1(b).	

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

	JVAL							
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

1. Name and Address of Reporting Person [*] SCHROEDER ROBERT C			2. Issuer Name and Ticker or Trading Symbol <u>AIR INDUSTRIES GROUP</u> [AIRI]		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner					
(Last) 700 NEW YORK	(First) CAVENUE, SU	(Middle) JITE B	3. Date of Earliest Transaction (Month/Day/Year) 08/21/2014		Officer (give title below)	Other (specify below)				
(Street) HUNTINGTON (City)	Street) HUNTINGTON NY 11743		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	· · · · · · · · · · · · · · · · · · ·					
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)	xecution Date, Transaction Date, any Code (Instr. 5)		Disposed Of (D) (Instr. 3, 4 and			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
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. Transa Code (8)		of E		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		А		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		А		750		08/21/2014	08/20/2019	Common Stock	750	\$0	38,085	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 08/2

** Signature of Reporting Person

<u>08/22/2014</u> 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.