

Brand Michael
Form 4
May 16, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brand Michael

2. Issuer Name and Ticker or Trading Symbol
AIR INDUSTRIES GROUP [AIRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4196 MAJESTIC CIRCLE
(Street)
MEDINA, OH 44256

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/03/2017 | | A | | 20,665 | A | \$ 1.36 |
| | | | | | 20,665 | D | |

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

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 control number.

SEC 1474 (9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (right to purchase) | \$ 1.69 | 01/02/2018 | | A | | 3,000 | | 01/02/2018 | 12/31/2022 | Common Stock | 3,000 |
| Stock Options (right to purchase) | \$ 1.59 | 05/14/2018 | | A | | 13,000 | | 05/14/2018 ⁽¹⁾ | 05/31/2023 | Common Stock | 13,000 |
| Stock Options (right to purchase) | \$ 7.86 | 09/30/2013 | | A | | 750 | | 09/30/2013 | 09/30/2018 | Common Stock | 750 |
| Stock Options (right to purchase) | \$ 8.98 | 12/31/2013 | | A | | 750 | | 12/31/2013 | 12/31/2018 | Common Stock | 750 |
| Stock Options (right to purchase) | \$ 9.38 | 03/31/2014 | | A | | 750 | | 03/31/2014 | 03/31/2019 | Common Stock | 750 |
| Stock Options (right to purchase) | \$ 11.73 | 05/16/2014 | | A | | 750 | | 05/16/2014 | 05/15/2019 | Common Stock | 750 |
| Stock Options (right to purchase) | \$ 9.24 | 08/21/2014 | | A | | 750 | | 08/21/2014 | 08/20/2019 | Common Stock | 750 |
| Stock Options (right to purchase) | \$ 10.26 | 11/24/2014 | | A | | 1,750 | | 11/24/2014 | 11/23/2019 | Common Stock | 1,750 |
| Stock Options (right to purchase) | \$ 10.05 | 04/06/2015 | | A | | 3,000 | | 04/06/2015 | 04/05/2020 | Common Stock | 3,000 |

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| | | | | | | | | |
|-----------------------------------|---------|------------|---|--------|------------|------------|--------------|--------|
| Stock Options (right to purchase) | \$ 4.64 | 06/02/2016 | A | 3,000 | 06/02/2016 | 06/01/2021 | Common Stock | 3,000 |
| Stock Options (right to purchase) | \$ 1.42 | 07/24/2017 | A | 50,000 | 07/24/2018 | 07/24/2024 | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Brand Michael 4196 MAJESTIC CIRCLE MEDINA, OH 44256 | | X | | |

Signatures

/s/ Michael
Brand 05/16/2018
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * 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).
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.