

**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
Estimated average burden hours per response:	0.5

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 <input type="checkbox"/> Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/07/2020</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/07/2020		J <sup>(1)</sup>		2,500	A	\$2.38	102,481	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					
Stock Options (right to purchase)	\$1.59							05/14/2018 <sup>(2)</sup>	05/31/2023	Common Stock	13,000	13,000	D	
Stock Options (right to purchase)	\$10.05							(3)	04/05/2020	Common Stock	3,000	3,000	D	
Stock Options (right to purchase)	\$4.64							(4)	06/01/2021	Common Stock	3,000	3,000	D	
Stock Options (right to purchase)	\$1.69							01/02/2018	12/31/2022	Common Stock	3,000	3,000	D	
Stock Options (right to purchase)	\$1.28							(5)	12/31/2025	Common Stock	10,000	10,000	D	
Stock Options (right to purchase)	\$2.38							03/31/2020 <sup>(6)</sup>	12/31/2026	Common Stock	10,000	10,000	D	
Warrants (right to purchase)	\$6.15							11/27/2016	05/26/2021	Common Stock	8,110	8,110	I	See Note <sup>(7)</sup>
Warrants (right to purchase)	\$6.15							09/01/2016	07/31/2021	Common Stock	10,500	10,500	I	See Note <sup>(7)</sup>
Warrants (right to purchase)	\$3							11/23/2016	11/30/2021	Common Stock	11,278	11,278	I	See Note <sup>(7)</sup>
Warrants (right to purchase)	\$3							12/22/2016	11/30/2021	Common Stock	6,450	17,728	I	See Note <sup>(7)</sup>
Warrants (right to purchase)	\$4.45							02/17/2017	01/31/2022	Common Stock	5,000	5,000	I	See Note <sup>(7)</sup>

**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)	\$3.3							03/08/2017	01/31/2022	Common Stock	2,913		2,913	I	See Note <sup>(7)</sup>
Warrants (right to purchase)	\$3.78							03/15/2017	01/31/2022	Common Stock	2,868		2,868	I	See Note <sup>(7)</sup>
Warrants (right to purchase)	\$4							03/21/2017	01/31/2022	Common Stock	579		579	I	See Note <sup>(7)</sup>

**Explanation of Responses:**

1. Represents shares issued in lieu of cash payment of directors' fees.
2. Fully vested as of December 31, 2018.
3. Fully vested as of 11/01/2016.
4. Fully vested as of 01/01/2016.
5. Fully vested as of December 31, 2019.
6. Vests as to 2,500 shares on March 31, 2020, and an additional 2,500 shares on each of June 30, 2020, September 30, 2020 and December 31, 2020.
7. 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                      01/09/2020

\*\* 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.