

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>TAGLICH MICHAEL N</u>  (Last) (First) (Middle) <u>C/O TAGLICH BROTHERS, INC.</u> <u>37 MAIN STREET</u>  (Street) <u>COLD SPRING HARBOR NY 11724</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	07/02/2024		A <sup>(1)</sup>		3,783	A	\$3.33	434,449	D	
Common Stock								23,995	I	See Note <sup>(2)</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 Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Options	\$3.5							(3)	05/31/2028	Common Stock	1,000	1,000	D	
Stock Options	\$3.43							(3)	06/30/2028	Common Stock	2,120	2,120	D	
Stock Option	\$8.4							(3)	04/30/2027	Common Stock	1,000	1,000	D	
Stock Option	\$13.2							(3)	12/31/2027	Common Stock	1,000	1,000	D	
Stock Option	\$23.8							(3)	12/31/2026	Common Stock	1,000	1,000	D	
Stock Option	\$12.8							(3)	12/31/2025	Common Stock	1,000	1,000	D	
Convertible Notes <sup>(4)</sup>	\$15								09/30/2018 07/01/2026	Common Stock	101,544 <sup>(5)</sup>	\$1,523,157 <sup>(5)</sup>	D	
Convertible Notes	\$9.3								01/15/2019 07/01/2026	Common Stock	110,323 <sup>(5)</sup>	\$1,026,000 <sup>(5)</sup>	D	
Convertible Notes	\$15								09/30/2018 07/01/2026	Common Stock	7,812 <sup>(5)</sup>	\$117,166 <sup>(5)</sup>	D	
Convertible Notes	\$15								09/30/2018 07/01/2026	Common Stock	14,217 <sup>(5)</sup>	\$213,242 <sup>(5)</sup>	I	See Note <sup>(6)</sup>
Convertible Notes	\$9.3								01/15/2019 07/01/2026	Common Stock	3,011 <sup>(5)</sup>	\$28,000 <sup>(5)</sup>	I	See Note <sup>(7)</sup>

**Explanation of Responses:**

- Grant pursuant to equity plan.
- Represents shares owned by Taglich Brothers, Inc., of which the Reporting Person is Chairman and President.
- Exercisable in full.
- Represents Issuer's 6% convertible notes received pursuant to amendment to Issuer's 8% convertible notes and includes unpaid interest through December 31, 2020.
- Includes accrued interest on the Notes through December 31, 2020 and the shares that would be issued upon conversion for the interest accrued through December 31, 2020. Does not include shares to be issued upon conversion for interest accrued after December 31, 2020.
- Represents 6% convertible notes issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, pursuant to amendment to Issuer's 8% convertible notes originally issued in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 8% convertible notes.
- Represents 7% convertible notes issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, issued in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 7% convertible notes in January 2019.

/s/ Michael N. Taglich

07/05/2024

\*\* Signature of Reporting Person

Date

\* 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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