

**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                                 |           |
|--|-----------|
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|  |           |              |   |  |  |   |  |  |
|--|-----------|--------------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Brand Michael</u> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br><u>AIR INDUSTRIES GROUP [ AIRI ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |
| (Last)   | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/07/2020</u>               |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |
| 4196 MAJESTIC CIRCLE   |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)                            |  |  |   |  |  |
| (Street)   |           |              |   |  |  |   |  |  |
| <u>MEDINA</u>  | <u>OH</u> | <u>44256</u> |   |  |  |   |  |  |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| <u>Common Stock</u>             |                                      |  |                                |   |   |            |       | <u>46,504</u>   | <u>D</u>   |   |

**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 |
| <u>Stock Options (right to purchase)</u>   | <u>\$2.38</u>  | <u>01/07/2020</u>                    |  | <u>A</u>                       |   | <u>10,000</u>  |     | <u>03/31/2020<sup>(1)</sup></u>                          | <u>12/31/2026</u> | <u>Common Stock</u>   | <u>10,000</u>                              | <u>\$0</u>   | <u>10,000</u>   | <u>D</u>   |       |
| <u>Stock Options (right to purchase)</u>   | <u>\$1.69</u>  |                                      |  |                                |   |  |     | <u>01/02/2018</u>  | <u>12/31/2022</u> | <u>Common Stock</u>   | <u>3,000</u>                               |  | <u>3,000</u>  | <u>D</u>   |       |
| <u>Stock Options (right to purchase)</u>   | <u>\$1.59</u>  |                                      |  |                                |   |  |     | <u>05/14/2018<sup>(2)</sup></u>                          | <u>05/31/2023</u> | <u>Common Stock</u>   | <u>13,000</u>                              |  | <u>13,000</u>   | <u>D</u>   |       |
| <u>Stock Options (right to purchase)</u>   | <u>\$1.28</u>  |                                      |  |                                |   |  |     | <u>(3)</u>   | <u>12/31/2025</u> | <u>Common Stock</u>   | <u>10,000</u>                              |  | <u>10,000</u>   | <u>D</u>   |       |
| <u>Stock Options (right to purchase)</u>   | <u>\$10.05</u>   |                                      |  |                                |   |  |     | <u>04/06/2015</u>  | <u>04/05/2020</u> | <u>Common Stock</u>   | <u>3,000</u>                               |  | <u>3,000</u>  | <u>D</u>   |       |
| <u>Stock Options (right to purchase)</u>   | <u>\$4.64</u>  |                                      |  |                                |   |  |     | <u>06/02/2016</u>  | <u>06/01/2021</u> | <u>Common Stock</u>   | <u>3,000</u>                               |  | <u>3,000</u>  | <u>D</u>   |       |
| <u>Stock Options (right to purchase)</u>   | <u>\$1.42</u>  |                                      |  |                                |   |  |     | <u>07/24/2018</u>  | <u>07/24/2024</u> | <u>Common Stock</u>   | <u>50,000</u>                              |  | <u>50,000</u>   | <u>D</u>   |       |

**Explanation of Responses:**

- 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.
- Fully vested as of December 31, 2018.
- Fully vested as of December 31, 2019.

/s/ Michael Brand

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.

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