

**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><b>TAGLICH ROBERT</b><br><br>(Last) (First) (Middle)<br><b>700 NEW YORK AVENUE, SUITE B</b><br><br>(Street)<br><b>HUNTINGTON NY 11743</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>AIR INDUSTRIES GROUP [ AIRI ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below)                      |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/21/2014</b>               |  |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 369,998   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 45,980  | I  | See Note <sup>(1)</sup>                               |
| Common Stock                    |                                      |  |                                |   |   |            |       | 12,746  | 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 Indirect Beneficial Ownership (Instr. 4) |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------------------------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title                   |
| 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                              |   | 31,190   |     | 06/22/2012   | 06/22/2017      | Common Stock  | 31,190                                     | \$0  | 40,190  | I  | See Note <sup>(3)</sup> |
| Warrants (1) (right to purchase)           | \$8.72   | 01/01/2014                           |  | A                              |   | 10,000   |     | 04/01/2014   | 12/31/2019      | Common Stock  | 10,000                                     | \$0  | 50,190  | I  | See Note <sup>(4)</sup> |
| Stock Options (right to purchase)          | \$11.73  | 05/16/2014                           |  | A                              |   | 750  |     | 05/16/2014   | 05/15/2019      | Common Stock  | 750  | \$0  | 50,940  | D  |                         |
| Stock Options (right to purchase)          | \$9.24   | 08/21/2014                           |  | A                              |   | 750  |     | 08/21/2014   | 08/22/2019      | Common Stock  | 750  | \$0  | 51,690  | D  |                         |

**Explanation of Responses:**

- Represents shares owned by Taglich Brothers, Inc., of which the Reporting Person is Managing Director.
- Owned by Tag/Kent Partners, of which Reporting Person is a General Partner.

3. 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.
4. Represents warrants issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, pursuant to Capital Markets Advisory Agreement. The warrants are exercisable as to 2,500 shares commencing April 1, 2014, a total of 5,000 shares commencing July 1, 2014, a total of 7,500 shares commencing October 1, 2014 and a total of 10,000 shares on January 1, 2015.

/s/ Robert F. Taglich

08/22/2014

\*\* 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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