

**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* <u>Retталиата Peter</u>			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 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
46 IROQUOIS DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BRIGHTWATERS NY 11706</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/01/2019		J <sup>(1)</sup>		12,688	A	\$1.01	77,957	D	
Common Stock	10/29/2019		J <sup>(1)</sup>		11,825	A	\$1.18	89,782	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						Title
Stock Options (right to purchase)	\$6.6	09/16/2013		A		18,750		09/01/2014	08/31/2020	Common Stock	18,750	\$0	18,750	D	
Stock Options (right to purchase)	\$1.42	07/24/2017		A		50,000		07/24/2018 <sup>(2)</sup>	07/24/2024	Common Stock	50,000	\$0	50,000	D	
Stock Options (right to purchase)	\$1.59	05/14/2018		A		10,000		05/14/2018 <sup>(3)</sup>	05/31/2023	Common Stock	10,000	\$0	10,000	D	
Stock Options (right to purchase)	\$1.28	02/13/2019		A		10,000		01/31/2019 <sup>(4)</sup>	12/31/2025	Common Stock	10,000	\$0	10,000	D	

**Explanation of Responses:**

- Represents shares issued in lieu of cash payment of directors' fees.
- Vests in annual installments of 10,000 shares commencing July 24, 2018.
- Fully vested as of December 31, 2018.
- Vests as to 2,500 shares on March 31, 2019, an additional 2,500 shares on each of June 30, 2019, September 31, 2019 and December 31, 2019.

/s/ Peter Retталиата

12/04/2019

\*\* 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.