

AEROFLEX HOLDING CORP.
 Form 4
 May 06, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KAMINSKY ANDREW F

2. Issuer Name and Ticker or Trading Symbol
**AEROFLEX HOLDING CORP.
 [ARX]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

C/O AEROFLEX HOLDING CORP., 35 SOUTH SERVICE ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

PLAINVIEW, NY 11803

(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 Ownership (Instr. 4)
				(A) or (D)	Amount	Price	
Common Stock, par value \$.01 per share	05/03/2014		M	9,690 A	\$ 0	42,019	D ⁽¹⁾
Common Stock, par value \$.01 per share	05/03/2014		F	3,497 D	\$ 7.59	38,522	D ⁽¹⁾
Common Stock, par						65,000	I See Note ⁽²⁾

value \$.01
per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(3)	05/03/2014		M	9,690	(4) (4)	Common Stock	9,690

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAMINSKY ANDREW F C/O AEROFLEX HOLDING CORP. 35 SOUTH SERVICE ROAD PLAINVIEW, NY 11803			Senior Vice President	

Signatures

/s/ Charles Badlato, Power of Attorney
05/05/2014

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) Represents 9,690 shares acquired as a result of the vesting of restricted stock units awarded on November 21, 2011 and 3,497 shares withheld to satisfy Reporting Person's tax withholding obligation.

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- (2) These shares of Common Stock are held directly by VGG Holding LLC ("VGG") and are owned indirectly by the Reporting Person by virtue of the Reporting Person's Class B-1 membership interests in VGG.
- (3) Each restricted stock unit granted under the Issuer's 2011 Omnibus Incentive Plan represents a contingent right to receive one share of the Issuer's Common Stock.

- As previously reported, on November 21, 2011 the reporting person was granted 48,450 restricted stock units ("RSUs"), 20% of which
- (4) vested on each of November 21, 2011, May 3, 2012, May 3, 2013 and May 3, 2014 (as reflected in Table I above). The remaining 9,690 RSUs shall vest on May 3, 2015, subject to the reporting person's continued employment in good standing with the Issuer.

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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