Hansel James Form 4 November 08, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

obligations may continue. See Instruction 1(b).

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

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Hansel James

(First)

2. Issuer Name and Ticker or Trading

Symbol

AIVTECH INTERNATIONAL GROUP CO. [AIVI]

3. Date of Earliest Transaction

(Month/Day/Year)

336 SOUND BEACH AVENUE 08/23/2011

(Middle)

(Zip)

(Street)

(Month/Day/Year)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

See Remarks

below)

10% Owner X_ Other (specify

Issuer

below)

OLD GREENWICH, CT 06870

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Director

Officer (give title

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

D

Beneficial Ownership (Instr. 4)

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common 08/23/2011 Stock

A 2,000 A \$0 2,000

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

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SEC 1474 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Tit Deriv Secur (Instr	ative rity	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Serie War		\$ 0.6	08/23/2011		A	20,000	08/23/2011	08/22/2016	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Ketationships						
	Director	10% Owner	Officer	Other			

Hansel James

336 SOUND BEACH AVENUE OLD GREENWICH, CT 06870

See Remarks

Signatures

/s/ James Hansel 11/08/2011

**Signature of Pate 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).
- Mr. James Hansel was granted Series B Warrant to purchase 20,000 shares of the registrant's common stock at an exercise price of \$.60, pursuant to a director agreement by and between Mr. Hansel and the registrant dated August 23, 2010.

Deletionship

Remarks:

Mr. Hansel was a director of the Company until August 23, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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