

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Goldstein Adam D</b>  (Last) (First) (Middle) <b>C/O ARCHER AVIATION INC., 190 WEST TASMAN DRIVE</b>  (Street) <b>SAN JOSE, CA 95134</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Archer Aviation Inc. [ ACHR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/18/2024</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V				Date Exercisable	Expiration Date					Title
Deferred Restricted Stock Units	(1)	12/18/2024		A		750,000		(2)(3)	(4)	Class A Common Stock	750,000	\$0	750,000	D	

Explanation of Responses:

- (1) Each deferred restricted stock unit represents a contingent right to receive one share of the Issuer's Class A Common Stock, subject to the reporting person's continued service to the Issuer as of the applicable Vesting Date (defined below).
- (2) The award shall time-vest as to 3/8 (i.e., 281,250 restricted stock units) of the total award on the date of the Issuer's 2025 annual shareholder meeting, and thereafter shall time-vest as to 1/16 of the total award quarterly on each of August 15th, November 15th, March 1st, and May 15th. Once time-vested, the restricted stock units will be settled for shares of the Issuer's Class A Common Stock during calendar year 2029 on a date to be determined by the Issuer.
- (3) (Continued from footnote (2)) Notwithstanding the aforementioned deferral period, once vested, deferred stock units will automatically settle earlier upon the earliest to occur of: (i) the reporting person's death, disability, or separation from service with the Issuer, (ii) a Change in Control (as defined under the Issuer's 2021 Amended and Restated Equity Incentive Plan) or (iii) the occurrence of an "unforeseeable emergency" (as defined under Section 409A of the Internal Revenue Code). The events described in subclauses (i), (ii), and (iii) of the preceding sentence are referred to herein as the "Extraordinary Settlement Events." If an Extraordinary Settlement Event occurs before the applicable vesting date, then settlement will occur instead on the applicable vesting date.
- (4) The deferred restricted stock units do not expire. They either will vest on the applicable vesting date or be cancelled prior thereto if the reporting person ceases to provide services to the Issuer.

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director10% OwnerOfficerOther

Goldstein Adam D C/O ARCHER AVIATION INC. 190 WEST TASMAN DRIVE SAN JOSE, CA 95134	X		Chief Executive Officer	
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Signatures

/s/ Eric Lentell, Attorney-in-Fact for Adam D. Goldstein

\*\*Signature of Reporting Person

12/20/2024

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 control number.