

AETHLON MEDICAL INC
 Form 4
 October 04, 2016

FORM 4

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

OMB APPROVAL

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

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 *
BARRY FRANKLYN S JR

2. Issuer Name and Ticker or Trading Symbol
**AETHLON MEDICAL INC
 [AEMD]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 9635 GRANITE RIDGE DRIVE,
 SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
 09/30/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 SAN DIEGO, CA 92123

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

(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) Code V Amount (D) Price			
Common Stock	09/30/2016		M ⁽¹⁾	821 A <u>2</u>	10,340 ⁽³⁾	D	

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

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.

SEC 1474 (9-02)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	09/30/2016		M	1,368	(4) (4)	Common Stock	1,368

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BARRY FRANKLYN S JR
 9635 GRANITE RIDGE DRIVE, SUITE 100 X
 SAN DIEGO, CA 92123

Signatures

/s/ Franklyn S.
 Barry Jr. 10/03/2016

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).

Represents the settlement in common stock of previously issued restricted stock units upon vesting of such units, net of shares of common stock withheld by the issuer to satisfy the tax obligation of the reporting person (transaction code F) due upon vesting of the units. A total of 1,368 shares of common stock were issuable upon vesting of the units, and 547 shares were withheld by the issuer. The issuer paid the reporting person \$4.99 per share of common stock withheld, which the reporting person is to use to pay his tax obligation related to the vesting of the units.

(2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.

In addition to the currently outstanding shares of common stock owned by the reporting person and reported here, the reporting person also beneficially owns the shares of common stock underlying the following stock options: options to purchase 10,000 shares of common stock at \$20.50 per share, options to purchase 10,000 shares of common stock at \$12.50 per share, options to purchase 9,211 shares of common stock at \$3.80 per share, options to purchase 8,537 shares of common stock at \$4.10 per share, and options to purchase 3,684 shares of common stock at \$9.50 per share.

(4) 12,328 of the restricted stock units vested on the grant date, 8/9/16, and 1,368 of the remaining restricted stock units vested or will vest on each of 9/30/16, 12/31/16 and 3/31/17.

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.