BROENNIMAN EDWARD G

Form 4

December 03, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BROENNIMAN EDWARD G**

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

below)

Symbol

AETHLON MEDICAL INC

(Check all applicable)

[AEMD.OB]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 11/25/2009

8910 UNIVERSITY CENTER LANE, SUITE 255

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN DIEGO., 2N

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) 3. Execution Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year)

5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) or Indirect Following

(A) or (D) Price

Reported Transaction(s) (Instr. 4)

D

(Instr. 3 and 4)

Common 11/25/2009 Stock

Code V Amount S 100,000 D

482,174 (1) (2) 0.3535

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)

7. Nature of

Indirect

Beneficial

(Instr. 4)

Ownership

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)			7. Title a Amount of Underlying Securities (Instr. 3 a	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships						
·	Director	10% Owner	Officer	Other			
BROENNIMAN EDWARD G 8910 UNIVERSITY CENTER LANE, SUITE 255 SAN DIEGO,, 2N	X						

Signatures

/s/ Edward G.
Broenniman

**Signature of Reporting

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) Includes 33,885 shares of common stock owned by Linda Broenniman, the spouse of Edward Broenniman, and 446,300 shares jointly owned by Edward and Linda Broenniman.
- In addition to the currently outstanding shares of common stock owned by Mr. Broenniman and reported here, Mr. Broenniman also beneficially owns the shares of common stock underlying the following stock options: options to purchase 2,500 shares of common stock at \$3.75 per share; options to purchase 3,000 shares of common stock at \$1.78 per share; options to purchase 514,550 shares of common stock at \$0.38 per share; and options to purchase 500,000 shares of common stock at \$0.41 per share.

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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