

BARRY FRANKLYN S JR

Form 4

April 09, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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.OB]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

8910 UNIVERSITY CENTER  
LANE, SUITE 660

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/05/2010

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

SAN DIEGO,, CA 92122

(City) (State) (Zip)

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/05/2010	04/08/2010	S		11,500 (2)	D	\$ 0.351 122,893 (3) D
Common Stock	04/06/2010	04/09/2010	S		11,900 (2)	D	\$ 0.35 110,993 (3) D
Common Stock	04/07/2010	04/12/2010	S		4,400 (1) (2)	D	\$ 0.35 106,593 (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  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BARRY FRANKLYN S JR  
8910 UNIVERSITY CENTER LANE, SUITE 660 X  
SAN DIEGO,, CA 92122

## Signatures

/s/ Franklyn S.  
Barry 04/09/2010

\_\_\_\_\_  
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) THIS CONCLUDES THE SALE OF THE 150,000 SHARES CURRENTLY CALLED FOR BY THE PLAN DESCRIBED BELOW IN FOOTNOTE 2 FOR SALE THROUGH MARCH 14, 2011.

(2) The shares of common stock were sold by Mr. Barry pursuant to a 10b5-1 selling plan providing for the sale of up to 150,000 shares of the issuer's common stock between March 15, 2010 and March 14, 2011. The plan provides for sales of the shares at a price of no less than \$0.31 per share, at a rate of no more than 5% of the average trading volume in the issuer's common stock for the 30-day period preceding the sale, as reported on dailyfinance.com.

(3) In addition to the currently outstanding shares of common stock owned by Mr. Barry and reported here, Mr. Barry also beneficially owns the shares of common stock underlying the following stock options: options to purchase 1,867 shares of common stock at \$1.84 per share; options to purchase 264,550 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.

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