

Wornham Thomas V
Form 3
August 03, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Wornham Thomas V		(Month/Day/Year)	AETHLON MEDICAL INC [AEMD.OB]	
(Last)	(First)	(Middle)	07/24/2012	
8910 UNIVERSITY CENTER LANE #660			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN DIEGO,Â CAÂ 92122			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)			(State)	(Zip)
1. Title of Security (Instr. 4)			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
Common Stock			6. Individual or Joint/Group Filing(Check Applicable Line)	
Common Stock			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	139,821	D	Â
Common Stock	20,000	I	By spouse ⁽¹⁾

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Common Stock Purchase Warrants	06/26/2012	06/26/2019	Common Stock	69,911	\$ 0.107	D	Â
Stock Options (right to buy)	Â (2)	07/24/2022	Common Stock	373,026	\$ 0.076	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wornham Thomas V 8910 UNIVERSITY CENTER LANE #660 SAN DIEGO, CA 92122	Â X	Â	Â	Â

Signatures

/s/ Thomas V.
Wornham

08/03/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Mr. Wornham disclaims beneficial ownership of the shares held by his spouse, and this report shall not be deemed to be an admission that Mr. Wornham is, for the purposes of Section 16 or otherwise, the beneficial owner of such shares.

(2) 198,026 of the options vested on the date of grant, and the balance of 175,000 options will vest at the end of the 2012-2013 fiscal year provided that Mr. Wornham has attended at least 80% of the meetings of the Issuer's Board of Directors during such portion of the fiscal year that Mr. Wornham has been a director of the Issuer.

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.