

BROENNIMAN EDWARD G
Form 4
April 14, 2010

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 *
BROENNIMAN EDWARD G

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, #660

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2010

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

SAN DIEGO, CA 92122

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/31/2010 | 04/05/2010 | S | | 11,000 (2) D \$ 0.365 | 371,374 (3) | D |
| Common Stock | 04/01/2010 | 04/06/2010 | S | | 11,400 (2) D \$ 0.37 | 359,974 (3) | D |
| Common Stock | 04/05/2010 | 04/08/2010 | S | | 11,500 (2) D \$ 0.351 | 348,474 (3) | D |
| Common Stock | 04/06/2010 | 06/09/2010 | S | | 11,900 (2) D \$ 0.35 | 336,574 (3) | D |
| Common Stock | 04/07/2010 | 05/12/2010 | S | | 12,000 (2) D \$ 0.35 | 324,574 (3) | D |

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| | | | | | | | | |
|--------------|------------|------------|---|------------------|---|----------|--------------------|---|
| Common Stock | 04/08/2010 | 04/13/2010 | S | 12,500 (2) | D | \$ 0.335 | 312,074 (3) | D |
| Common Stock | 04/09/2010 | 04/14/2010 | S | 12,500 (2) | D | \$ 0.332 | 299,574 (3) | D |
| Common Stock | 04/12/2010 | 04/15/2010 | S | 12,500 (2) | D | \$ 0.335 | 287,074 (3) | D |
| Common Stock | 04/13/2010 | 04/16/2010 | S | 4,900 (1) (2) | D | \$ 0.335 | 282,174 (3) (4) | 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.

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(9-02)

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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

BROENNIMAN EDWARD G
8910 UNIVERSITY CENTER LANE, #660 X
SAN DIEGO, CA 92122

Signatures

/s/ Edward G. Broenniman 04/13/2010

**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 200,000 SHARES COVERED BY THE PLAN DESCRIBED BELOW IN FOOTNOTE 2 FOR SALE THROUGH MARCH 14, 2011.

The shares of common stock were sold by Mr. Broenniman pursuant to a 10b5-1 selling plan providing for the sale of up to 200,000 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 \$0.30 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; provided that such sales may not exceed 1% of the outstanding share balance during any 90-day period.

(2) 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.

(3) Includes 33,885 shares of common stock owned by Linda Broenniman, the spouse of Edward Broenniman, and 246,300 shares jointly owned by Edward and Linda Broenniman.

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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