

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