

AETHLON MEDICAL INC
 Form 4
 September 06, 2016

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 *
 BARRY FRANKLYN S JR

2. Issuer Name and Ticker or Trading Symbol
 AETHLON MEDICAL INC
 [AEMD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 9635 GRANITE RIDGE DRIVE,
 SUITE 100
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/01/2016

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

SAN DIEGO, CA 92123

(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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	09/01/2016		M ⁽¹⁾	12,328 A <u>(2)</u>	14,450 ⁽³⁾	D	
Common Stock	09/01/2016		F	4,931 ⁽⁴⁾ D \$ 6.28	9,519 ⁽³⁾	D	

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

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SEC 1474
 (9-02)

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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. Amount or Number of Shares
Restricted Stock Units	(2)	09/01/2016		M	12,328	(5) (5)	Common Stock	12,328

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRY FRANKLYN S JR 9635 GRANITE RIDGE DRIVE, SUITE 100 SAN DIEGO, CA 92123	X			

Signatures

/s/ Franklyn S. Barry Jr. 09/02/2016

**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) Represents the settlement in common stock of previously issued restricted stock units upon vesting of such units.
- (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock. For tax purposes, each share of common stock was valued at \$6.28, the closing price of the common stock on 8/9/16, the date of grant.
- (3) In addition to the currently outstanding shares of common stock owned by the reporting person and reported here, the reporting person also beneficially owns the shares of common stock underlying the following stock options and restricted stock units: options to purchase 10,000 shares of common stock at \$20.50 per share, options to purchase 10,000 shares of common stock at \$12.50 per share, options to purchase 9,211 shares of common stock at \$3.80 per share, options to purchase 8,537 shares of common stock at \$4.10 per share, options to purchase 3,684 shares of common stock at \$9.50 per share and 1,368 restricted stock units.
- (4) Represents shares of common stock withheld and deemed sold to the issuer to satisfy the tax obligation of the reporting person due upon vesting of the restricted stock units.
- (5) 12,328 of the restricted stock units vested on the grant date, 8/9/16, and 1,368 of the remaining restricted stock units will vest on each of 9/30/16, 12/31/16 and 3/31/17.

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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