

BARRY FRANKLYN S JR  
Form 4  
April 02, 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 \*  
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, #660  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/15/2010

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 or Price		
Common Stock	03/15/2010	03/18/2010	S		6,700 (1) D \$ 0.3979	249,893 (2)	D
Common Stock	03/16/2010	03/19/2010	S		7,000 (1) D \$ 0.4	242,893 (2)	D
Common Stock	03/17/2010	03/22/2010	S		7,100 (1) D \$ 0.4	235,793 (2)	D
Common Stock	03/18/2010	03/23/2010	S		7,200 (1) D \$ 0.38	228,593 (2)	D
Common Stock	03/19/2010	03/24/2010	S		7,400 (1) D \$ 0.39	221,193 (2)	D

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Common Stock	03/22/2010	03/25/2010	S	7,700 (1)	D	\$ 0.39	213,493 (2)	D
Common Stock	03/23/2010	03/26/2010	S	7,700 (1)	D	\$ 0.39	205,793 (2)	D
Common Stock	03/24/2010	03/29/2010	S	8,000 (1)	D	\$ 0.392	197,793 (2)	D
Common Stock	03/25/2010	03/30/2010	S	9,000 (1)	D	\$ 0.435	188,793 (2)	D
Common Stock	03/26/2010	03/31/2010	S	10,000 (1)	D	\$ 0.41	178,793 (2)	D
Common Stock	03/29/2010	04/01/2010	S	11,000 (1)	D	\$ 0.39	167,793 (2)	D
Common Stock	03/30/2010	04/02/2010	S	11,000 (1)	D	\$ 0.382	156,793 (2)	D
Common Stock	03/31/2010	04/05/2010	S	11,000 (1)	D	\$ 0.367	145,793 (2)	D
Common Stock	04/01/2010	04/06/2010	S	11,400 (1)	D	\$ 0.37	134,393 (2)	D

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

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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 Reported Transaction (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRY FRANKLYN S JR 8910 UNIVERSITY CENTER LANE, #660 SAN DIEGO, CA 92122	X			

## Signatures

/s/ Franklyn S.  
Barry

04/02/2010

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) 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](http://dailyfinance.com).

(2) 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. 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.