

AETHLON MEDICAL INC

Form 4

October 04, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/30/2016

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

(Street)  
SAN DIEGO, CA 92123

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 Ownership (Instr. 4)
Common Stock	09/30/2016		M <sup>(1)</sup>	821 A <u>2</u>	10,340 <sup>(3)</sup>	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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Pr Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	09/30/2016		M		1,368		(4)	(4)	Common Stock	1,368

## 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. 10/03/2016

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).

- Represents the settlement in common stock of previously issued restricted stock units upon vesting of such units, net of shares of common stock withheld by the issuer to satisfy the tax obligation of the reporting person (transaction code F) due upon vesting of the units. A total
- (1) of 1,368 shares of common stock were issuable upon vesting of the units, and 547 shares were withheld by the issuer. The issuer paid the reporting person \$4.99 per share of common stock withheld, which the reporting person is to use to pay his tax obligation related to the vesting of the units.
  - (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
  - (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: 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, and options to purchase 3,684 shares of common stock at \$9.50 per share.
  - (4) 12,328 of the restricted stock units vested on the grant date, 8/9/16, and 1,368 of the remaining restricted stock units vested or 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.

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.