

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shah Chetan

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)
09/30/2016

☒ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	09/30/2016		M ⁽¹⁾		1,368	A	<u>(2)</u> 280,998 ⁽³⁾	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
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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
Shah Chetan 9635 GRANITE RIDGE DRIVE, SUITE 100 SAN DIEGO, CA 92123	X			

Signatures

/s/ Chetan S.
Shah

10/04/2016

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 \$4.99.

(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 warrants: options to purchase 7,520 shares of common stock at \$4.10 per share, options to purchase 3,684 shares of common stock at \$9.50 per share, and warrants to purchase 109,322 shares of common stock at exercise prices ranging from \$4.65 per share to \$6.60 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.

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