

AVI BIOPHARMA INC
Form 4
April 05, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BURGER DENIS R

(Last) (First) (Middle)

ONE SW COLUMBIA, SUITE 1105

(Street)

PORTLAND, OR 97258

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AVI BIOPHARMA INC [AVII]

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

04/03/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Disposed of (D) | | Date Exercisable | Expiration Date | Title | A |
|--------------------------------------|------------------------------|------------------|------------------|-----------------|---------|------------------|-----------------|--------------|---|
| | | | | (A) | (D) | | | | |
| Employee Stock Option (right to buy) | \$ 7.35 | 04/03/2007 | D ⁽¹⁾ | | 13,605 | <u>(1)</u> | 02/16/2016 | Common Stock | |
| Employee Stock Option (right to buy) | \$ 7.35 | 04/03/2007 | A ⁽¹⁾ | 13,605 | | <u>(1)</u> | 03/27/2010 | Common Stock | |
| Employee Stock Option (right to buy) | \$ 7.35 | 04/03/2007 | D ⁽¹⁾ | | 161,395 | <u>(1)</u> | 02/16/2016 | Common Stock | 1 |
| Employee Stock Option (right to buy) | \$ 7.35 | 04/03/2007 | A ⁽¹⁾ | 161,395 | | <u>(1)</u> | 03/27/2010 | Common Stock | 1 |
| Employee Stock Option (right to buy) | \$ 2.53 | 04/03/2007 | D ⁽²⁾ | | 56,425 | <u>(2)</u> | 02/22/2015 | Common Stock | 5 |
| Employee Stock Option (right to buy) | \$ 2.53 | 04/03/2007 | A ⁽²⁾ | 56,425 | | <u>(2)</u> | 03/27/2010 | Common Stock | 5 |
| Employee Stock Option (right to buy) | \$ 2.53 | 04/03/2007 | D ⁽²⁾ | | 118,575 | <u>(2)</u> | 02/22/2015 | Common Stock | 1 |
| Employee Stock Option (right to buy) | \$ 2.53 | 04/03/2007 | A ⁽²⁾ | 118,575 | | <u>(2)</u> | 03/27/2010 | Common Stock | 1 |
| | \$ 5.35 | 04/03/2007 | D ⁽³⁾ | | 292,618 | <u>(3)</u> | 12/05/2012 | | 2 |

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| | | | | | | | | |
|--------------------------------------|---------|------------|------------------|---------|--|------------|------------|--------------|
| Employee Stock Option (right to buy) | | | | | | | | Common Stock |
| Employee Stock Option (right to buy) | \$ 5.35 | 04/03/2007 | A ⁽³⁾ | 292,618 | | <u>(3)</u> | 03/27/2010 | Common Stock |
| Employee Stock Option (right to buy) | \$ 5.35 | 04/03/2007 | D ⁽³⁾ | 37,382 | | <u>(3)</u> | 12/05/2012 | Common Stock |
| Employee Stock Option (right to buy) | \$ 5.35 | 04/03/2007 | A ⁽³⁾ | 37,382 | | <u>(3)</u> | 03/27/2010 | Common Stock |
| Employee Stock Option (right to buy) | \$ 6.38 | 04/03/2007 | D ⁽⁴⁾ | 100,000 | | <u>(4)</u> | 06/12/2007 | Common Stock |
| Employee Stock Option (right to buy) | \$ 6.38 | 04/03/2007 | A ⁽⁴⁾ | 100,000 | | <u>(4)</u> | 06/12/2007 | Common Stock |
| Employee Stock Option (right to buy) | \$ 5.75 | 04/03/2007 | D ⁽⁵⁾ | 147,827 | | <u>(5)</u> | 01/03/2010 | Common Stock |
| Employee Stock Option (right to buy) | \$ 5.75 | 04/03/2007 | A ⁽⁵⁾ | 147,827 | | <u>(5)</u> | 01/03/2010 | Common Stock |
| Employee Stock Option (right to buy) | \$ 5.75 | 04/03/2007 | D ⁽⁵⁾ | 52,173 | | <u>(5)</u> | 01/03/2010 | Common Stock |
| | \$ 5.75 | 04/03/2007 | A ⁽⁵⁾ | 52,173 | | <u>(5)</u> | 01/03/2010 | |

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(2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The exercise period has been extended to the earlier of the original expiration of the option or March 27, 2010. The options were originally granted on 02/22/2005. As of March 27, 2007, all options were 100% vested upon Dr. Burger's resignation pursuant to his employment agreement.

(3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The exercise period has been extended to the earlier of the original expiration of the option or March 27, 2010. The options were originally granted on 12/05/2002. As of March 27, 2007, all options were 100% vested upon Dr. Burger's resignation pursuant to his employment agreement.

(4) The two reported transaction involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The exercise period has been extended to the earlier of the original expiration of the option or March 27, 2010. The options were originally granted on 06/12/1997. As of March 27, 2007, all options were 100% vested upon Dr. Burger's resignation pursuant to his employment agreement.

(5) The two reported transaction involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The exercise period has been extended to the earlier of the original expiration of the option or March 27, 2010. The options were originally granted on 01/03/2000. As of March 27, 2007, all options were 100% vested upon Dr. Burger's resignation pursuant to his employment agreement.

(6) The two reported transaction involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The exercise period has been extended to the earlier of the original expiration of the option or March 27, 2010. The options were originally granted on 02/02/1998. As of March 27, 2007, all options were 100% vested upon Dr. Burger's resignation pursuant to his employment agreement.

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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