

AETHLON MEDICAL INC
 Form 4
 February 08, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Joyce James A

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)
 02/07/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, CEO, Secretary

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)
			Code	V	Amount	(A) or (D)	Price
							\$
Common Stock	02/07/2017		M		98,107	A	4.28
							98,107 ⁽¹⁾
							<u>(2)</u>

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)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	02/07/2017		D	98,107	(3)	(3)	Common Stock	98,107

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Joyce James A 9635 GRANITE RIDGE DRIVE, SUITE 100 SAN DIEGO, CA 92123	X		Chairman, CEO, Secretary	

Signatures

/s/ James A.
Joyce

02/08/2017

**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).

In addition to the currently outstanding shares of common stock owned by Mr. Joyce and reported here, Mr. Joyce also beneficially owns the shares of common stock underlying the following stock options and restricted stock units: options to purchase 50,000 shares of

(1) common stock at \$18.00 per share; options to purchase 90,000 shares of common stock at \$12.50 per share; options to purchase 20,000 shares of common stock at \$5.00 per share; options to purchase 20,000 shares of common stock at \$9.50 per share and vested restricted stock units as set forth in Table II above.

(2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock, originally issued on August 9, 2016.

(3) 158,500 of the restricted stock units vested on the grant date, and 39,625 restricted stock units will vest each quarter beginning 1/1/17. Represents conversion of restricted stock units with common stock issued on February 7, 2017.

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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