

Hudson Leslie
Form 4
July 19, 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 *
Hudson Leslie

(Last) (First) (Middle)

3450 MONTE VILLA PARKWAY,
SUITE 101

(Street)

BOTHELL, WA 98021

(City) (State) (Zip)

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

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

07/16/2010

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)

Former CEO / Former CEO

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/16/2010		M ⁽¹⁾		100,028	A	\$ 1.09 484,587
Common Stock	07/16/2010		S ⁽¹⁾		28,167	D	\$ 1.88 456,420
Common Stock	07/16/2010		S ⁽¹⁾		9,200	D	\$ 1.86 447,220
Common Stock	07/16/2010		S ⁽¹⁾		200	D	\$ 1.885 447,020
Common Stock	07/16/2010		S ⁽¹⁾		4,070	D	\$ 1.91 442,950

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Common Stock	07/16/2010	<u>S</u> (1)	400	D	\$ 1,855	442,550	D
Common Stock	07/16/2010	<u>S</u> (1)	11,191	D	\$ 1.85	431,359	D
Common Stock	07/16/2010	<u>S</u> (1)	46,800	D	\$ 1.89	384,559	D

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 1.09	07/16/2010		<u>M</u> (1)	100,028	02/08/2009 ⁽²⁾ 02/08/2018	Common Stock	
Incentive Stock Option (right to buy)	\$ 1.09					02/08/2009 ⁽³⁾ 02/08/2018	Common Stock	
Incentive Stock Option (right to buy)	\$ 1.45					02/09/2011 ⁽⁴⁾ 02/09/2020	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 1.45					02/09/2011 ⁽⁴⁾ 02/09/2020	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hudson Leslie 3450 MONTE VILLA PARKWAY, SUITE 101 BOTHELL, WA 98021			Former CEO	Former CEO

Signatures

By: Melinda Miles For: Dr. Leslie
Hudson

07/19/2010

__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) This transaction is a part of a Same Day Sale Transaction. The optionholder exercised his options and sold the shares on the same day.
- (2) This option originally vested 25% annually over 4 years. On 4/20/2010, there were 150,014 vested options and the Company accelerated the remaining unvested 150,014 shares.
- (3) Option Grant vests 25% per year on grant date with all shares vesting four years from date of grant.
- (4) The Stock Option Grant vest as follows: 1/3 vest one year from date of grant and 1/3 each year thereafter until all shares vest three years from grant date.

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.