

AETHLON MEDICAL INC
 Form 4
 August 29, 2016

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 *
 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)
 08/24/2016

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	08/24/2016		G	V 2,000 D	\$ 0 (2)	74,000 (1)	D
Common Stock	08/24/2016		G	V 2,000 D	\$ 0 (3)	72,000 (1)	D
Common Stock	08/24/2016		G	V 2,000 A	\$ 0 (3)	2,000 (1)	I As custodian for daughter
Common Stock	08/24/2016		G	V 2,000 D	\$ 0 (3)	70,000 (1)	D

Common Stock 08/24/2016 G V 2,000 A \$ 0
 (3) 2,000 (1) I As
 custodian
 for son

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.

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 (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 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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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 08/29/2016

**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) 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 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 158,500 vested

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restricted stock units.

- (2) This transaction is a donation of common stock by Mr. Joyce to a charitable organization in exchange for no consideration.
- (3) This transaction is a gift of common stock by Mr. Joyce to his minor child in exchange for no consideration.

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.