

HAYWOOD GEORGE WEAVER
Form SC 13G/A
February 13, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED

PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO

FILED PURSUANT TO RULE 13d-2

(Amendment No. 8)*

AVI BIOPHARMA, INC.

(Name of Issuer)

Common Stock, par value \$.0001 per share

(Title of Class of Securities)

637184108

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 637184108 13G Page 2 of 6 Pages

NAME OF
1. REPORTING
PERSONS
George W.
Haywood

CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ..
(b) ..

3. SEC USE ONLY

CITIZENSHIP OR
4. PLACE OF
ORGANIZATION
U.S.A

NUMBER OF SHARES	5. SOLE VOTING POWER	4,879,599(1)
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER	384,214 (2)
	7. SOLE DISPOSITIVE POWER	4,879,599(1)
	8. SHARED DISPOSITIVE POWER	384,214 (2)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,263,813

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 348,000 shares owned by Mr. Haywood's minor children and 2,741,533 shares underlying warrants.

(2) Represents shares owned by spouse.

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Item 1(a). **Name of Issuer:**

AVI BioPharma, Inc.

Item 1(b). **Address of Issuer's Principal Executive Offices:**

3450 Monte Villa Parkway, Suite 101, Bothell, Washington 98021

Item 2(a). **Name of Person Filing:**

George W. Haywood

Item 2(b). **Address of Principal Business Office or, if none, Residence:**

Moonjian, Waite & Coleman, LLP, 100 Jericho Quadrangle, Suite 225, Jericho, New York 11753

Item 2(c). **Citizenship:**

U.S.A.

Item 2(d). **Title of Class of Securities:**

Common Stock, par value \$.0001 per share

Item 2(e). **CUSIP Number**

637184108

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is
a:

- (a) " Broker or dealer registered under Section 15 of the Act.
- (b) " Bank as defined in Section 3(a)(6) of the Act.
- (c) " Insurance company as defined in Section 3(a)(19) of the Act.
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).

- (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)J.
- (k) "Group, in accordance with Rule 13d-1 (b) (1) (ii) (K).

If filing as a non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issue identified in Item 1.

- (a) Amount Beneficially Owned: 5,263,813
- (b) Percent of Class: 3.8 %
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 4,879,599
 - (ii) shared power to vote or to direct vote: 384,214
 - (iii) sole power to dispose or to direct the disposition of: 4,879,599
 - (iv) shared power to dispose or to direct the disposition of: 384,214

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following x.

Ownership is less than 5%.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Included as shares for which there exists sole voting and dispositive power are (a) 348,000 shares owned by Mr. Haywood's minor children, which children would have the right to the receipt of the dividends from, and the proceeds from the sale of, such shares and (ii) 2,741,533 shares underlying warrants.

Included as shares for which there exists shared voting and dispositive power are 384,214 shares owned by Mr. Haywood's spouse, which spouse would have the right to the receipt of dividends from, and proceeds for the sale of, such shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported On By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Section 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2012
(Date)

/s/ George W. Haywood
(Signature)

George W. Haywood
(Name and Title)