

AETHLON MEDICAL INC
 Form 4
 October 22, 2014

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 *
 Shah Chetan

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)

3. Date of Earliest Transaction (Month/Day/Year)
 10/20/2014

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

8910 UNIVERSITY CENTER LANE, SUITE 660

(Street)

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

SAN DIEGO, CA 92122

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| Common Stock | 10/20/2014 | | A | | 666,667 | \$ 0.093 | D |
| Common Stock | 10/20/2014 | | A | | 333,333 | \$ 0.096 | D |
| Common Stock | 10/20/2014 | | A | | 1,111,111 | \$ 0.108 | D |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Common Stock Purchase Warrant | \$ 0.093 | 10/20/2014 | | D | | 666,667 | 11/12/2012 | 11/12/2019 | Common Stock |
| Common Stock Purchase Warrant | \$ 0.093 | 10/20/2014 | | A | 666,667 | | 10/20/2014 | 10/20/2021 | Common Stock |
| Common Stock Purchase Warrant | \$ 0.096 | 10/20/2014 | | D | | 333,333 | 02/11/2013 | 02/11/2020 | Common Stock |
| Common Stock Purchase Warrant | \$ 0.096 | 10/20/2014 | | A | 333,333 | | 10/20/2014 | 10/20/2021 | Common Stock |
| Common Stock Purchase Warrant | \$ 0.108 | 10/20/2014 | | D | | 1,111,111 | 06/19/2012 | 06/19/2019 | Common Stock |
| Common Stock Purchase Warrant | \$ 0.108 | 10/20/2014 | | A | 1,111,111 | | 10/20/2014 | 10/20/2021 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Shah Chetan 8910 UNIVERSITY CENTER LANE, SUITE 660 SAN DIEGO, CA 92122 | X | | | |

Signatures

/s/ Chetan S.
Shah

10/22/2014

__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 shares of Common Stock issued upon exercise of the warrant, Dr. Shah received a warrant to purchase the same number of shares of Common Stock at the same exercise price as the warrant that was exercised.
- In addition to the warrants reported on this form as being acquired by him, Dr. Shah also owns warrants to purchase Common Stock as follows:
- (2) 937,500 shares at \$0.125 per share, 534,723 shares at \$0.12 per share, 333,333 shares at \$0.115 per share, 333,333 shares at \$0.121 per share and 1,251,983 shares at \$0.132 per share.

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.