

BROENNIMAN EDWARD G
 Form 4
 December 03, 2009

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 *
 BROENNIMAN EDWARD G

2. Issuer Name and Ticker or Trading Symbol
 AETHLON MEDICAL INC
 [AEMD.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 8910 UNIVERSITY CENTER
 LANE, SUITE 255
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/25/2009

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

SAN DIEGO,, 2N

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/25/2009		S	V 100,000	(A) or (D) \$ 0.3535	D	
					482,174 ⁽¹⁾ <u>(2)</u>		

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

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 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROENNIMAN EDWARD G 8910 UNIVERSITY CENTER LANE, SUITE 255 SAN DIEGO,, 2N		X		

Signatures

/s/ Edward G. Broenniman
 12/03/2009
 **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) Includes 33,885 shares of common stock owned by Linda Broenniman, the spouse of Edward Broenniman, and 446,300 shares jointly owned by Edward and Linda Broenniman.
- (2) In addition to the currently outstanding shares of common stock owned by Mr. Broenniman and reported here, Mr. Broenniman also beneficially owns the shares of common stock underlying the following stock options: options to purchase 2,500 shares of common stock at \$3.75 per share; options to purchase 3,000 shares of common stock at \$1.78 per share; options to purchase 514,550 shares of common stock at \$0.38 per share; and options to purchase 500,000 shares of common stock at \$0.41 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.