

Joyce James A
Form 4
December 31, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
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(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.OB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2009

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chair., Pres., CEO, CFO, Sec.

(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 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	12/30/2009		G	V	300,000	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Joyce James A 8910 UNIVERSITY CENTER LANE, SUITE 255 SAN DIEGO,, CA 92122	X	X	Chair., Pres., CEO, CFO, Sec.	

Signatures

/s/ James A.
Joyce 12/31/2009

__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) (gift) The transaction reported herein is a donation of common stock by Mr. Joyce to a charitable organization in exchange for no consideration.

- (2) 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: options to purchase 2,231,100 shares of common stock at \$0.38 per share; options to purchase 2,857,143 shares of common stock at \$0.21 per share; options to purchase 2,000,000 shares of common stock at \$0.36 per share; and options to purchase 1,500,000 shares of common stock at \$0.25 per share. Pursuant to an Option Suspension Agreement entered into by Mr. Joyce and the Issuer, other than options to purchase 2,857,143 shares of common stock, Mr. Joyce has agreed not to exercise any of his options prior to June 9, 2010. In addition, the Issuer has committed to issue 4,000,000 shares of restricted common stock to Mr. Joyce at a price per share of \$0.24, in the form of a restricted stock grant, which will vest in equal installments over a thirty-six month period commencing June 9, 2010.

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.