

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 10, 2005

AETHLON MEDICAL, INC.
(Exact name of Registrant as specified in charter)

Nevada 000-21846 13-3632859
(State or other jurisdiction (Commission File Number) (IRS Employer
of incorporation) Identification Number)

3030 Bunker Hill Street, Suite 4000
San Diego, California 92109
(Address of principal executive offices)

Registrant's telephone number, including area code: (858) 459-7800

NOT APPLICABLE
(Former name or former address, if changed since last report)

FORWARD LOOKING STATEMENTS

This Form 8-K and other reports filed by Registrant from time to time with the Securities and Exchange Commission (collectively the "Filings") contain or may contain forward looking statements and information that are based upon beliefs of, and information currently available to, Registrant's management as well as estimates and assumptions made by Registrant's management. When used in the Filings the words "anticipate", "believe", "estimate", "expect", "future", "intend", "plan" or the negative of these terms and similar expressions as they relate to Registrant or Registrant's management identify forward looking statements. Such statements reflect the current view of Registrant with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to Registrant's industry, Registrant's operations and results of operations and any businesses that may be acquired by Registrant. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Although Registrant believes that the expectations reflected in the forward looking statements are reasonable, Registrant cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, Registrant does not intend to update any of the forward-looking statements to conform these statements to actual results.

ITEM 5.02 Amendments to Articles of Incorporation or Bylaws

On June 10, 2005, Aethlon Medical, Inc. (the "Company") held a special meeting of stockholders at the Company's executive offices for the following purposes: (1) to ratify the appointment of Squar, Milner, Reehl & Williamson, L.L.P. ("Squar Milner"), as the Company's independent auditors for the fiscal year ending March 31, 2005 and (2) to approve an amendment to the Company's Articles of Incorporation to increase the number of authorized shares of the Company's common stock from 25,000,000 to 50,000,000. Stockholders holding an aggregate of 10,624,365 shares of common stock of the Company voted in favor to ratify the appointment of Squar Milner as the Company's independent auditors and stockholders holding an aggregate of 10,238,794 shares of common stock of the Company voted in favor of approving the amendment to the Company's Articles of Incorporation to increase the number of authorized shares of common stock from 25,000,000 to 50,000,000. The number of shares voted in favor of the two proposals was sufficient for the approval of both proposals. A Form of Certificate of Amendment to the Articles of Incorporation is filed as an exhibit to this current report on Form 8-K.

ITEM 9.01 Financial Statements and Exhibits

- (a) Financial Statements of Businesses Acquired. Not applicable.
- (b) Pro Forma Financial Information Not applicable.
- (c) Exhibits

Exh. No. -----	Description -----
3.1	Form of Certificate of Amendment to Articles of Incorporation

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 13, 2005

AETHLON MEDICAL, INC.

By: /s/ James A. Joyce

James A. Joyce
Chief Executive Officer

EXHIBITS FILED WITH THIS REPORT

Exh. No. -----	Description -----
3.1	Form of Certificate of Amendment to Articles of Incorporation

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
FOR NEVADA PROFIT CORPORATION
(PURSUANT TO NRS 78,385 AND 78,390 - AFTER ISSUANCE OF STOCK)

1. Name of Incorporation: "AETHLON MEDICAL, INC."
2. The Articles of Incorporation have been amended as follows:

ARTICLE V OF THE ARTICLES OF INCORPORATION OF THE CORPORATION SHALL BE AMENDED TO READ IN FULL AS FOLLOWS:

"ARTICLE V
COMMON STOCK AND VOTING

THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE AN AGGREGATE OF FIFTY MILLION (50,000,000) SHARES, WITH A PAR VALUE OF \$.001 PER SHARE. ALL SHARES WILL BE OF THE SAME CLASS, DESIGNATED 'COMMON' SHARES, WITH THE SAME RIGHTS. SHARES MAY ONLY BE ISSUED AS FULLY-PAID AND NON-ASSESSABLE, AND MAY BE ISSUED AT SUCH TIMES, UPON SUCH TERMS AND CONDITIONS AND FOR SUCH CONSIDERATION AS THE BOARD OF DIRECTORS SHALL DETERMINE. EACH COMMON SHARE SHALL BE ENTITLED TO ONE VOTE CONCERNING ALL MATTERS AS TO WHICH THE CORPORATION'S SHAREHOLDERS SHALL BE ENTITLED TO VOTE. THE CORPORATION'S COMMON STOCK SHALL NOT BE SUBJECT TO ASSESSMENT TO PAY ANY DEBTS OF THE CORPORATION."

3. The vote by which shareholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is:
10,238,794.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Amendment to Articles of Incorporation to be signed by a duly authorized officer as of this 13th day of June, 2005.

AETHLON MEDICAL, INC.

By: _____
James A. Joyce, President

By: _____
James A. Joyce, Secretary