

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): March 2, 2007

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

Nevada	000-21846	13-3632859
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer 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 5.03 Amendments to Articles of Incorporation or Bylaws

On March 2, 2007, Aethlon Medical, Inc. (the "Company") held an annual meeting of stockholders at the Company's executive offices for the following purposes: (1) to elect Messrs. James Joyce, Frank Barry, Dr. Richard Tullis and Ed Broenniman (collectively, the "Nominated Board") to serve as directors of the Company (2) to ratify the appointment of Squar, Milner, Peterson, Miranda & Williamson, L.L.P. ("Squar Milner"), as the Company's independent auditors for the fiscal year ending March 31, 2007 and (3) 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 50,000,000 to 100,000,000. Stockholders holding an aggregate of 21,763,109 shares of common stock of the Company voted in favor of electing the Nominated Board; stockholders holding an aggregate of 21,811,789 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 8,628,045 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 50,000,000 to 100,000,000. There were 12,363,691 shares represented by broker non-votes in connection with the proposal to increase the Company's number of authorized shares of the Company's common stock. The number of shares voted in favor of the three 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.

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

Exh. No.	Description
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3.1	Form of Certificate of Amendment to Articles of Incorporation
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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: March 7, 2007

AETHLON MEDICAL, INC.

By: /s/ James A. Joyce

James A. Joyce
Chief Executive Officer

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EXHIBITS FILED WITH THIS REPORT

Exh. No.	Description
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3.1	Form of Certificate of Amendment to Articles of Incorporation
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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 ONE
HUNDRED MILLION (100,000,000) 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: 8,628,045.

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 6th day of March, 2007.

AETHLON MEDICAL, INC.

By: /s/ James A. Joyce

James A. Joyce, President

By: /s/ James A. Joyce

James A. Joyce, Secretary