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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>BROENNIMAN EDWARD G</u>  (Last) (First) (Middle) <u>3030 BUNKER HILL STREET, SUITE 4000</u>  (Street) <u>SAN DIEGO, CA 92109</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AETHLON MEDICAL INC [ AEMD.OB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/29/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/29/2007		S <sup>(1)</sup>		5,500	D	\$0.82	230,374	D	
Common Stock	03/29/2007		S <sup>(1)</sup>		5,000	D	\$0.79	225,374	D	
Common Stock	03/29/2007		S <sup>(1)</sup>		3,000	D	\$0.78	222,374	D	
Common Stock	03/29/2007		S <sup>(1)</sup>		25,000	D	\$0.77	197,374	D	
Common Stock	03/29/2007		S <sup>(1)</sup>		11,500	D	\$0.75	185,874	D	
Common Stock	03/29/2007		S <sup>(1)</sup>		36,300	D	\$0.75	149,574	D	
Common Stock	03/29/2007		S <sup>(1)</sup>		10,000	D	\$0.75	139,574	D	
Common Stock	03/29/2007		S <sup>(1)</sup>		3,700	D	\$0.75	135,874	D	

**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) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. The reporting person sold the shares under a Rule 10b5-1 plan. SEC Rule 10b5-1 permits officers, directors and other insiders of public companies to adopt predetermined plans for transacting specified amounts of the company's stock. Rule 10b5-1 plans may be entered into only when the officer, director or insider is not in possession of material, non-public information. Such plans offer an opportunity for issuers and their officers, directors and insiders to structure trading programs without violating the SEC's insider trading prohibitions.

**Remarks:**

/s/ Edward Broenniman

04/13/2007

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.