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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person * <u>BARRY FRANKLYN S JR</u> (Last) (First) (Middle) <u>8910 UNIVERSITY CENTER LANE, #660</u> (Street) <u>SAN DIEGO CA 92122</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>03/15/2010</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	03/15/2010	03/18/2010	S		6,700 ⁽¹⁾	D	\$0.3979	249,893 ⁽²⁾	D	
Common Stock	03/16/2010	03/19/2010	S		7,000 ⁽¹⁾	D	\$0.4	242,893 ⁽²⁾	D	
Common Stock	03/17/2010	03/22/2010	S		7,100 ⁽¹⁾	D	\$0.4	235,793 ⁽²⁾	D	
Common Stock	03/18/2010	03/23/2010	S		7,200 ⁽¹⁾	D	\$0.38	228,593 ⁽²⁾	D	
Common Stock	03/19/2010	03/24/2010	S		7,400 ⁽¹⁾	D	\$0.39	221,193 ⁽²⁾	D	
Common Stock	03/22/2010	03/25/2010	S		7,700 ⁽¹⁾	D	\$0.39	213,493 ⁽²⁾	D	
Common Stock	03/23/2010	03/26/2010	S		7,700 ⁽¹⁾	D	\$0.39	205,793 ⁽²⁾	D	
Common Stock	03/24/2010	03/29/2010	S		8,000 ⁽¹⁾	D	\$0.392	197,793 ⁽²⁾	D	
Common Stock	03/25/2010	03/30/2010	S		9,000 ⁽¹⁾	D	\$0.435	188,793 ⁽²⁾	D	
Common Stock	03/26/2010	03/31/2010	S		10,000 ⁽¹⁾	D	\$0.41	178,793 ⁽²⁾	D	
Common Stock	03/29/2010	04/01/2010	S		11,000 ⁽¹⁾	D	\$0.39	167,793 ⁽²⁾	D	
Common Stock	03/30/2010	04/02/2010	S		11,000 ⁽¹⁾	D	\$0.382	156,793 ⁽²⁾	D	
Common Stock	03/31/2010	04/05/2010	S		11,000 ⁽¹⁾	D	\$0.367	145,793 ⁽²⁾	D	
Common Stock	04/01/2010	04/06/2010	S		11,400 ⁽¹⁾	D	\$0.37	134,393 ⁽²⁾	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	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The shares of common stock were sold by Mr. Barry pursuant to a 10b5-1 selling plan providing for the sale of up to 150,000 shares of the issuer's common stock between March 15, 2010 and March 14, 2011. The plan provides for sales of the shares at a price of no less than \$0.31 per share, at a rate of no more than 5% of the average trading volume in the issuer's common stock for the 30-day period preceding the sale, as reported on dailyfinance.com.
- In addition to the currently outstanding shares of common stock owned by Mr. Barry and reported here, Mr. Barry also beneficially owns the shares of common stock underlying the following stock options: options to purchase 1,867 shares of common stock at \$1.84 per share; options to purchase 264,550 shares of common stock at \$0.38 per share; and options to purchase 500,000 shares of common stock at \$0.41 per share.

Remarks:

/s/ Franklyn S. Barry 04/02/2010
 ** 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.