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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>Joyce James A</u> (Last) (First) (Middle) <u>9635 GRANITE RIDGE DRIVE, SUITE 100</u> (Street) <u>SAN DIEGO CA 92123</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AETHLON MEDICAL INC [AEMD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO, Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2017</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	02/07/2017		M		98,107	A	\$4.28 ⁽²⁾	98,107 ⁽¹⁾	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						Title
Restricted Stock Units	(2)	02/07/2017		D		98,107		(3)	(3)	Common Stock	98,107	\$0	535,893	D	

Explanation of Responses:

- 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 and restricted stock units: options to purchase 50,000 shares of common stock at \$18.00 per share; options to purchase 90,000 shares of common stock at \$12.50 per share; options to purchase 20,000 shares of common stock at \$5.00 per share; options to purchase 20,000 shares of common stock at \$9.50 per share and vested restricted stock units as set forth in Table II above.
- Each restricted stock unit represents the right to receive, at settlement, one share of common stock, originally issued on August 9, 2016.
- 158,500 of the restricted stock units vested on the grant date, and 39,625 restricted stock units will vest each quarter beginning 1/1/17 Represents conversion of restricted stock units with common stock issued on February 7, 2017.

/s/ James A. Joyce

02/08/2017

** 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.