

Edgar Filing: Weiner Family Revocable Trust Ellen R. - Form SC 13D

Weiner Family Revocable Trust Ellen R.
Form SC 13D
November 23, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. ____)*

AETHLON MEDICAL, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

00808Y09

(CUSIP Number)

Christian J. Hoffmann, III
QUARLES & BRADY STREICH LANG LLP
Renaissance One
Two N. Central Avenue
Phoenix, Arizona 85004
(602) 229-5200

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 11, 2005

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box []

*The remainder of this cover page shall be filled out for a Reporting Person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 00808Y09

Edgar Filing: Weiner Family Revocable Trust Ellen R. - Form SC 13D

1 NAME OF REPORTING PERSON AND S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON

Ellen R. Weiner Family Revocable Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP IRS ID #

(a) ---
(b) ---

3 SEC USE ONLY

4 SOURCE OF FUNDS PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION US

7 NUMBER OF SHARES SOLE VOTING POWER 2,075,072*

8 BENEFICIALLY OWNED SHARED VOTING POWER

9 BY EACH REPORTING SOLE DISPOSITIVE POWER 2,075,072*

10 PERSON WITH SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 2,075,072*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.9%

14 TYPE OF REPORTING PERSON 00

*See Response to Item 5 below.

ITEM 1. SECURITY AND ISSUER

The title of the class of equity security to which this statement relates is Common Stock, \$.001 par value. The Reporting Person owns two Series A Convertible Notes (the "Notes") with a total principal amount of \$630,000 issued by the Issuer. The Notes are convertible into units (the "Units") at a price of \$.20 per Unit. Each Unit is composed of one share of Common Stock and one Common Stock Purchase Warrant (the "Warrant") exercisable to purchase one share of Common Stock at a price of \$.20 per share for a term of three years.

The Issuer of the securities is Aethlon Medical, Inc. (the "Issuer"). The Issuer's principal executive offices are located at 3030 Bunker Hill Street, Suite 4000, San Diego, CA 92109.

Edgar Filing: Weiner Family Revocable Trust Ellen R. - Form SC 13D

ITEM 2. IDENTITY AND BACKGROUND

(a) The name of the Reporting Person filing this statement is the Ellen R. Weiner Family Revocable Trust, dated July 15, 2002, Ellen R. Weiner, trustee.

(b) The business address of the Reporting Person is 10645 N. Tatum Boulevard, Suite 200-166, Phoenix, AZ 85028.

(c) The Reporting Person has not, during the past five years, been convicted in a criminal proceeding.

(d) The Reporting Person has not, during the past five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(e) The trustee and beneficiary of Reporting Person, Ellen R. Weiner, is a citizen of the United States.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The Reporting Person used its personal funds to invest in the Notes.

ITEM 4. PURPOSE OF TRANSACTION

This Schedule 13D is being filed because the Reporting Person acquired a 5% or greater ownership interest in the Issuer as of July 11, 2005 and had a 9.9% ownership interest as of August 19, 2005 through its purchase of the Notes and through certain open market purchases of the Common Stock of the Issuer. The Reporting Person purchased the Notes and thus the Common Stock underlying the Notes and Warrants for investment. The Reporting Person may purchase up to an additional \$195,000 principal amount of the Series A Notes at any point until December 31, 2005.

Except as set forth in this Item 4, the Reporting Person has no plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) The Reporting Person beneficially owns 148,700 shares of Common Stock of the Issuer, not including the Common Stock underlying the Notes and Warrants. If the Reporting Person converted the entire principal amount of the Notes into Common Stock and exercised the Warrants, it would beneficially own 6,300,000 shares of Common Stock, which would represent 25.4% of the issued and outstanding Common Stock of the Issuer. The Notes and the Warrants, however, contain provisions that the Reporting Person cannot, at any point, own more than 9.9% of the issued and outstanding Common Stock of the Issuer. Accordingly, the Reporting Person may convert the Notes or exercise the Warrants only to the extent that its total beneficial ownership interests of Common Stock will not exceed 9.9% after such action.

(b) The Reporting Person has the sole power to vote and dispose of 148,700 shares of Common Stock of the Issuer, not including the Common Stock underlying the Notes and Warrants. In addition, if the Reporting Person converted its Notes and exercised the related Warrants, it would have the sole power to vote and dispense of 2,075,072 shares, subject to the 9.9% limitation noted above. The Reporting Person will, however, be able to vote the shares of Common Stock

Edgar Filing: Weiner Family Revocable Trust Ellen R. - Form SC 13D

underlying the Notes and Warrants only if it converts the Notes into Common Stock and exercises the Warrants.

(c) The Reporting Person or Ellen R. Weiner, the beneficiary of the Reporting Person, made the following purchases of Common Stock during the past 60 days in the open market for itself or other accounts of Ms. Weiner: (i) 5,000 shares at \$.23 per share on 10/5/05; (ii) 4,200 shares at \$.22 per share on 10/7/05; and (iii) 5,000 shares at \$.34 per share on 11/21/05.

The Reporting Person made the following purchases of the Common Stock during the past 60 days in the open market for relatives and through accounts over which the Reporting Person has investment power: (i) 2,500 shares at \$.30 per share on 10/21/05; (ii) 5,000 shares at \$.23 per share on 10/3/05; (iii) 2,500 shares at \$.23 per share on 10/5/05; and (iv) 5,000 shares at \$.23 per share on 10/5/05.

(d) No person is known to the Reporting Person to have any right to receive, or power to direct the receipt of, dividends from or the proceeds from the sale of any of the securities covered by this statement, except as provided herein.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The Reporting Person has no contracts, arrangements, understandings or relationships required to be reported under this Item 6, except the Notes, Warrants and a Registration Rights Agreement. The Registration Rights Agreement obligates the Issuer to file a registration statement with the Securities and Exchange Commission to register the Common Stock underlying the Notes and Warrants.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS

The following are required to be filed as Exhibits in connection with this Schedule 13D:

-2-

- (i) Form of Note;
- (ii) Form of Warrant; and
- (iii) Form of Registration Rights Agreement.

-3-

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ELLEN R. WEINER FAMILY
REVOCABLE TRUST

November 23, 2005

By: /s/ Ellen R. Weiner

Edgar Filing: Weiner Family Revocable Trust Ellen R. - Form SC 13D

Date

Ellen R. Weiner, Trustee

-4-