

Ward Phillip A
Form 3
August 03, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Ward Phillip A
(Last) (First) (Middle)

8910 UNIVERSITY CENTER
LANE #660

(Street)

SAN DIEGO, CA 92122

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
07/24/2012

3. Issuer Name and Ticker or Trading Symbol

AETHLON MEDICAL INC [AEMD.OB]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

1,710,000

D

Ward Phillip A

Common Stock

3,110,543

I

By Phillip A. Ward Trust

Common Stock

110,000

I

By Spouse ⁽¹⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect Beneficial

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Mr. Ward disclaims beneficial ownership of the shares held by his spouse, and this report shall not be deemed to be an admission that Mr. Ward is, for the purposes of Section 16 or otherwise, the beneficial owner of such shares.

(2) Interest of 10% per annum on such note may be paid, at the issuer's option, in cash or common stock.

(3) Maturity date.

198,026 of the options vested on the date of grant, and the balance of 175,000 options will vest at the end of the 2012-2013 fiscal year
(4) provided that Mr. Ward has attended at least 80% of the meetings of the Issuer's Board of Directors during such portion of the fiscal year that Mr. Ward has been a director of the Issuer.

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

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