

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Ward Phillip A		(Month/Day/Year)	AETHLON MEDICAL INC [AEMD.OB]	
(Last)	(First)	(Middle)	07/24/2012	
8910 UNIVERSITY CENTER LANE #660			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN DIEGO, CA 92122			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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
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(Instr. 4)	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Convertible Promissory Note (\$100,000.00) ⁽²⁾	07/06/2011	07/05/2012 ⁽³⁾	Common Stock	1,111,111	\$ 0.09	I	By Phillip A. Ward Trust
Convertible Promissory Note (\$157,656.14) ⁽²⁾	08/15/2011	08/15/2012 ⁽³⁾	Common Stock	1,751,733	\$ 0.09	I	By Phillip A. Ward Life Insurance Trust
Warrants	07/06/2011	07/05/2016	Common Stock	1,111,111	\$ 0.125	I	By Phillip A. Ward Trust
Warrants	08/15/2011	08/14/2016	Common Stock	1,751,735	\$ 0.125	I	By Phillip A. Ward Trust Insurance Trust
Warrants	05/07/2010	05/07/2015	Common Stock	100,000	\$ 0.176	D	Â
Warrants	05/07/2010	05/07/2015	Common Stock	194,118	\$ 0.17	D	Â
Warrants	05/07/2010	05/07/2015	Common Stock	555,556	\$ 0.18	D	Â
Warrants	05/07/2010	07/01/2018	Common Stock	194,118	\$ 0.17	D	Â
Warrants	05/07/2010	07/01/2018	Common Stock	555,556	\$ 0.18	D	Â
Warrants	11/14/2006	07/01/2018	Common Stock	555,556	\$ 0.18	D	Â
Stock Options (right to buy)	Â ⁽⁴⁾	07/24/2022	Common Stock	373,026	\$ 0.076	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ward Phillip A 8910 UNIVERSITY CENTER LANE #660 SAN DIEGO, CA 92122	Â X	Â	Â	Â

Signatures

/s/ Phillip A. Ward 08/03/2012

**Signature of Reporting Person Date

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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