

Hudson Leslie  
Form 4  
July 07, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN 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 \*  
Hudson Leslie

(Last) (First) (Middle)

3450 MONTE VILLA PARKWAY,  
SUITE 101

(Street)

BOTHELL, WA 98021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AVI BIOPHARMA INC [AVII]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/06/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
Former CEO / Former CEO

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 07/06/2010                           |  | M <sup>(1)</sup>               |   | 21,089  | A  | \$ 0.92                           |
| Common Stock                    | 07/06/2010                           |  | S <sup>(1)</sup>               |   | 5,930   | D  | \$ 1.55                           |
| Common Stock                    | 07/06/2010                           |  | S <sup>(1)</sup>               |   | 2,070   | D  | \$ 1.54                           |
| Common Stock                    | 07/06/2010                           |  | S <sup>(1)</sup>               |   | 4,800   | D  | \$ 1.49                           |
| Common Stock                    | 07/06/2010                           |  | S <sup>(1)</sup>               |   | 8,289   | D  | \$ 1.56                           |

Edgar Filing: Hudson Leslie - Form 4

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

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Non-Qualified Stock Option (right to buy)  | \$ 0.92  | 07/06/2010                           |  | M <sup>(1)</sup>               | 21,089  | 02/10/2010 <sup>(2)</sup>                                | 02/10/2019  | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 1.09  |                                      |  |                                |   | 02/08/2009 <sup>(3)</sup>                                | 02/08/2018  | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 1.45  |                                      |  |                                |   | 02/09/2011 <sup>(4)</sup>                                | 02/09/2020  | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 1.09  |                                      |  |                                |   | 02/08/2009 <sup>(4)</sup>                                | 02/08/2018  | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 1.45  |                                      |  |                                |   | 02/09/2011 <sup>(4)</sup>                                | 02/09/2020  | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |            |            |
|---|---------------|-----------|------------|------------|
|   | Director      | 10% Owner | Officer    | Other      |
| Hudson Leslie<br>3450 MONTE VILLA PARKWAY, SUITE 101<br>BOTHELL, WA 98021 |               |           | Former CEO | Former CEO |

## Signatures

By: Melinda Miles For: Dr. Leslie  
Hudson 07/07/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) This transaction was a Same Day Sale. The optionholder exercised 21,089 non-qualified options and the shares were sold on the same day.
- (2) The original 333,000 option grant vested 1/3 each year over 3 years. On 4/20/2010, the option had 116,667 fully vested shares and the Company approved a vesting acceleration of the remaining 233,333 shares.
- (3) Option Grant vests 25% per year on grant date with all shares vesting four years from date of grant.
- (4) The Stock Option Grant vest as follows: 1/3 vest one year from date of grant and 1/3 each year thereafter until all shares vest three years from grant date.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.