

AVI BIOPHARMA INC

Form 4

February 12, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
IVERSEN PATRICK L

(Last) (First) (Middle)

ONE SW COLUMBIA, SUITE 1105

(Street)

PORTLAND, OR 97258

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/10/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Sr VP of Research & Development

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Common Stock	02/10/2009		A	31,545 A \$ 0	86,303 <sup>(1)</sup>	D	
Common Stock					3,000	I	by Spouse
Common Stock					6,000	I	by Trust

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  
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SEC 1474  
(9-02)

number.

**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 Ar Underlying Se (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 0.92	02/10/2009		A	66,667	02/10/2010 <sup>(2)</sup>		02/10/2019		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.92	02/10/2009		A	33,333	02/10/2010 <sup>(2)</sup>		02/10/2019		Common Stock
Incentive Stock Option (right to buy)	\$ 1.39							02/28/2009 <sup>(2)</sup>	02/28/2018	Common Stock
Incentive Stock Option (right to buy)	\$ 2.53							02/22/2006 <sup>(2)</sup>	02/22/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 3							02/06/2009 <sup>(2)</sup>	02/06/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 5.35							12/05/2004 <sup>(2)</sup>	12/05/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 5.75							01/03/2001 <sup>(2)</sup>	01/03/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 7.35							02/16/2007 <sup>(2)</sup>	02/16/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.39							02/28/2009 <sup>(2)</sup>	02/28/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3							02/06/2008 <sup>(2)</sup>	02/06/2017	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 5.35	12/05/2003 <sup>(2)</sup>	12/05/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.75	01/03/2001 <sup>(2)</sup>	01/03/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.35	02/16/2007 <sup>(2)</sup>	02/16/2016	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IVERSEN PATRICK L ONE SW COLUMBIA, SUITE 1105 PORTLAND, OR 97258			Sr VP of Research & Development	

## Signatures

Patrick L. Iversen 02/12/2009

\_\_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) Restricted Stock Award granted on 2/10/2009 vests 100% at grant.
- (2) 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.
- (3) Price not required on initial report of stock option granted.

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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