

AVI BIOPHARMA INC  
 Form 4  
 February 12, 2009

**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

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**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 \*  
**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  
 Officer (give title below)  Other (specify below)  
 Sr VP of Research & Development

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	02/10/2009		A		31,545	A	\$ 0
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.

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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 Underlying Security (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. 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.