

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>WEBBER MARK MILES</u>			2. Issuer Name and Ticker or Trading Symbol <u>AVI BIOPHARMA INC [ AVII ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2006</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>ONE SW COLUMBIA, SUITE 1105</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>PORTLAND</u>	<u>OR</u>	<u>97258</u>	(City)		(State)	(Zip)	

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock</u>								<u>15,446</u>	<u>D</u>	

**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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
<u>Incentive Stock Option (right to buy)</u>	<u>\$7.35</u>	<u>02/16/2006</u>		<u>A</u>		<u>23,605</u>		<u>02/16/2007<sup>(L)</sup></u>	<u>02/16/2016</u>	<u>Common Stock</u>	<u>23,605</u>	<u>\$0</u>	<u>23,605</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)</u>	<u>\$7.35</u>	<u>02/16/2006</u>		<u>A</u>		<u>51,395</u>		<u>02/16/2007<sup>(L)</sup></u>	<u>02/16/2016</u>	<u>Common Stock</u>	<u>51,395</u>	<u>\$0</u>	<u>51,395</u>	<u>D</u>	
<u>Incentive Stock Option (right to buy)</u>	<u>\$2.53</u>							<u>02/22/2006<sup>(L)</sup></u>	<u>02/22/2015</u>	<u>Common Stock</u>	<u>75,000</u>		<u>75,000</u>	<u>D</u>	
<u>Incentive Stock Option (right to buy)</u>	<u>\$5.35</u>							<u>12/05/2005</u>	<u>12/05/2012</u>	<u>Common Stock</u>	<u>18,691</u>		<u>18,691</u>	<u>D</u>	
<u>Incentive Stock Option (right to buy)</u>	<u>\$6.625</u>							<u>02/02/1999</u>	<u>02/02/2008</u>	<u>Common Stock</u>	<u>2,500</u>		<u>2,500</u>	<u>D</u>	
<u>Incentive Stock Option (right to buy)</u>	<u>\$6.875</u>							<u>08/15/2001</u>	<u>08/15/2010</u>	<u>Common Stock</u>	<u>52,937</u>		<u>52,937</u>	<u>D</u>	
<u>Incentive Stock Option (right to buy)</u>	<u>\$8.125</u>							<u>11/03/1998</u>	<u>11/03/2007</u>	<u>Common Stock</u>	<u>10,000</u>		<u>10,000</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)</u>	<u>\$5.35</u>							<u>12/05/2003</u>	<u>12/05/2012</u>	<u>Common Stock</u>	<u>63,809</u>		<u>63,809</u>	<u>D</u>	

**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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$6.875							08/15/2001	08/15/2010	Common Stock	79,063		79,063	D	

**Explanation of Responses:**

1. 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.

**Remarks:**

The amount of Securities Beneficially Owned include shares acquired through the Company's registered Employee Stock Purchase Plan.

Mark M. Webber

02/21/2006

\*\* Signature of Reporting Person

Date

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

\* 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).

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

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 Number.