

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>IVERSEN PATRICK L</u> (Last) (First) (Middle) ONE SW COLUMBIA, SUITE 1105 (Street) PORTLAND OR 97258 (City) (State) (Zip)	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) Sr VP of Research & Development
	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2009	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	02/10/2009		A		31,545	A	\$0	86,303 ⁽¹⁾	D	
Common Stock								3,000	I	by Spouse
Common Stock								6,000	I	by Trust

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
Incentive Stock Option (right to buy)	\$0.92	02/10/2009		A		66,667		02/10/2010 ⁽²⁾	02/10/2019	Common Stock	66,667	(3)	66,667	D	
Non-Qualified Stock Option (right to buy)	\$0.92	02/10/2009		A		33,333		02/10/2010 ⁽²⁾	02/10/2019	Common Stock	33,333	\$0 ⁽³⁾	33,333	D	
Incentive Stock Option (right to buy)	\$1.39							02/28/2009 ⁽²⁾	02/28/2018	Common Stock	25,000		25,000	D	
Incentive Stock Option (right to buy)	\$2.53							02/22/2006 ⁽²⁾	02/22/2015	Common Stock	75,000		75,000	D	
Incentive Stock Option (right to buy)	\$3							02/06/2009 ⁽²⁾	02/06/2017	Common Stock	33,334		33,334	D	
Incentive Stock Option (right to buy)	\$5.35							12/05/2004 ⁽²⁾	12/05/2012	Common Stock	37,382		37,382	D	
Incentive Stock Option (right to buy)	\$5.75							01/03/2001 ⁽²⁾	01/03/2010	Common Stock	25,960		25,960	D	

**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)				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				
Incentive Stock Option (right to buy)	\$7.35							02/16/2007 ⁽²⁾	02/16/2016	Common Stock	23,605		23,605	D	
Non-Qualified Stock Option (right to buy)	\$1.39							02/28/2009 ⁽²⁾	02/28/2018	Common Stock	50,000		50,000	D	
Non-Qualified Stock Option (right to buy)	\$3							02/06/2008 ⁽²⁾	02/06/2017	Common Stock	91,666		91,666	D	
Non-Qualified Stock Option (right to buy)	\$5.35							12/05/2003 ⁽²⁾	12/05/2012	Common Stock	55,018		55,018	D	
Non-Qualified Stock Option (right to buy)	\$5.75							01/03/2001 ⁽²⁾	01/03/2010	Common Stock	58,040		58,040	D	
Non-Qualified Stock Option (right to buy)	\$7.35							02/16/2007 ⁽²⁾	02/16/2016	Common Stock	51,395		51,395	D	

Explanation of Responses:

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.

Patrick L. Iversen 02/12/2009
** 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.

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