

AVI BIOPHARMA INC  
 Form 3/A  
 April 11, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
 OMB Number: 3235-0104  
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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Price Ben Gil		(Month/Day/Year)	AVI BIOPHARMA INC [AVII]	
(Last)	(First)	10/29/2007		
ONE SW COLUMBIA, SUITE 1105			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	11/08/2007
PORTLAND, OR 97258			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			<input type="checkbox"/> 10% Owner	
			<input type="checkbox"/> Other	
			(specify below)	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Non-Qualified Stock Option (right to buy) (1)    (1)    (1)    Common Stock (1)    (1)    \$ (1)    D (1)    (1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Price Ben Gil ONE SW COLUMBIA, SUITE 1105 PORTLAND, OR 97258	(X)	( )	( )	( )

## Signatures

By: Mark M Webber, Attorney-in-fact For: Ben Gil  
Price

04/11/2008

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

This Form 3/A is being filed to delete the reporting of stock options included on the Form 3 filed by the reporting person on November 8, 2007. The stock options included on the Form 3 were granted in connection with the reporting person's appointment to AVI BioPharma, Inc.'s board of directors, and thus should have been reported on a Form 4. A Form 4 reporting the reporting person's holdings of the stock options has been filed commensurate with the filing of this Form 3/A. The 25,000 shares of common stock reported on the Form 3 filed by the reporting person on November 8, 2007 were properly reported on that form, and have been omitted from this Form 3/A.

( )

### Remarks:

This Form 3/A includes as Exhibit 24 a power of attorney executed by the reporting person.

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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