

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  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol	
Â Goolsbee William Alden		(Month/Day/Year)	AVI BIOPHARMA INC [AVII]	
(Last)	(First)	(Middle)	10/29/2007	
ONE SW COLUMBIA,Â SUITE		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
1105		(Check all applicable)		11/08/2007
(Street)		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line)
PORTLAND,Â ORÂ 97258				<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by More than One Reporting Person	

**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)
------------------------------------	--	---	--

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

SEC 1473 (7-02)

**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 control number.**

**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) <sup>(1)</sup>	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock <sup>(1)</sup>	<u>(1)</u>	\$ <sup>(1)</sup>	D <sup>(1)</sup>	Â
Call Option (right to buy)	08/24/2007	01/16/2009	Common Stock	428 <sup>(2)</sup>	\$ 5	D	Â
Call Option (right to buy)	08/27/2007	01/16/2009	Common Stock	72 <sup>(3)</sup>	\$ 5	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goolsbee William Alden ONE SW COLUMBIA SUITE 1105 PORTLAND,Â ORÂ 97258	Â X	Â	Â	Â

## Signatures

By: Mark M Webber, Attorney-in-fact For: William Alden Goolsbee

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,

- (1) 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 5,000 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.
- (2) Represents 42,800 shares of common stock underlying 428 identical call option contracts.
- (3) Represents 7,200 shares of common stock underlying 72 identical call option contracts.

Â

### Remarks:

ThisÂ FormÂ 3/AÂ includesÂ asÂ ExhibitÂ 24Â aÂ powerÂ ofÂ attorneyÂ executedÂ byÂ theÂ reportingÂ person.

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.