

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13D-1(b),
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2
(Amendment No. 1)*

AVI BIOPHARMA, INC.
(Name of Issuer)

Common Stock, par value \$.0001 per share
(Title of Class of Securities)

637184108
(CUSIP Number)

February 13, 2006
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed.

[] Rule 13d-1(b)

[X] Rule 13d-1(c)

[] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 or otherwise subject to the liabilities of that section of the Act but
shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 637184108

13G

Page 2 of 6 Pages

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
George W. Haywood

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER	4,381,000(1)
	6.	SHARED VOTING POWER	300,000 (2)
	7.	SOLE DISPOSITIVE POWER	4,381,000(1)
	8.	SHARED DISPOSITIVE POWER	300,000 (2)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,681,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
9.1%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

- (1) Includes 81,000 shares underlying call options.
- (2) Represents shares owned by spouse.

- Item 1(a). Name of Issuer:
Avi Biopharma, Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices:
One SW Columbia Street, Suite 1105, Portland, Oregon 97258
- Item 2(a). Name of Person Filing:
George W. Haywood
- Item 2(b). Address of Principal Business Office or, if none, Residence:
c/o Cronin & Vris, LLP, 380 Madison Avenue, 24th Floor, New York,
New York 10017
- Item 2(c). Citizenship:
U.S.A
- Item 2(d). Title of Class of Securities:
Common Stock, par value \$.0001 per share
- Item 2(e). CUSIP Number
637184108
- Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:
- (a) Broker or dealer registered under Section 15 of the Exchange Act.
 - (b) Bank as defined in Section 3(a) (6) of the Exchange Act.
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
 - (d) Investment company registered under Section 8 of the Investment Company Act.
 - (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii) (E).
 - (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
 - (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
 - (h) A savings association as defined in Section 3 (b) of the Federal Deposit Insurance Act.

(i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.

(j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issue identified in Item 1.

(a) Amount Beneficially Owned: 4,681,000
(b) Percent of Class: 9.1%
(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 4,381,000
(ii) shared power to vote or to direct vote: 300,000
(iii) sole power to dispose or to direct the disposition of: 4,381,000
(iv) shared power to dispose or to direct the disposition of: 300,000

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Included as shares for which there exist sole voting and dispositive power are 81,000 shares underlying call options.

Included as shares for which there exist shared voting and dispositive power are 300,000 shares owned by Mr. Haywood's spouse, which spouse would have the right to the receipt of dividends from, and proceeds for the sale of, such shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2006

(Date)

/s/George W. Haywood

(Signature)

George W. Haywood

(Name/Title)