

PEIERLS E JEFFREY  
Form 4  
September 17, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN 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 \*  
PEIERLS E JEFFREY

2. Issuer Name and Ticker or Trading Symbol  
AeroGrow International, Inc.  
[AERO.PK]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
73 SOUTH HOLMAN WAY  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/13/2012

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

GOLDEN, CO 80401

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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                    | 09/13/2012                           |  | J                              |   | 250,000   | A  | \$ 0<br>(1)   |
| Common Stock                    | 09/13/2012                           |  | J                              |   | 1,000,000   | A  | \$ 0<br>(1)   |
| Common Stock                    | 09/13/2012                           |  | J                              |   | 500,000   | A  | \$ 0<br>(1)   |
|                                 |                                      |  |                                |   |   |  | 8,765,313   |
|                                 |                                      |  |                                |   |   |  | 57,768,754<br>(2)                                     |
|                                 |                                      |  |                                |   |   |  | 5,467,266<br>(3)                                      |
|                                 |                                      |  |                                |   |   |  | D   |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | By The Peierls Foundation, Inc.                       |
|                                 |                                      |  |                                |   |   |  | By the UD Ethel F. Peierls Charitable Lead Trust      |

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| PEIERLS E JEFFREY<br>73 SOUTH HOLMAN WAY<br>GOLDEN, CO 80401 |               | X         |         |       |

## Signatures

/s/ E. Jeffrey  
Peierls

09/14/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

- The Reporting Person has made a loan to the Issuer, and the Issuer has made a note to the Reporting Person for the loan amount and for
- (1) no additional consideration, the Issuer has issued shares to the Reporting Person as reflected in the table above. The Issuer has informed the Reporting Person that the shares will be valued at \$0.0025 per share.
  - (2) Mr. Peierls is President and a Director of The Peierls Foundation, Inc. ("Foundation") and may be deemed to indirectly own the securities owned by the Foundation.
  - (3) Mr. Peierls is a Co-Trustee of the U.D. Ethel F. Peierls Charitable Lead Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.

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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