

walker jack jonas
Form 4
July 02, 2009

FORM 4

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

OMB APPROVAL

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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 *
walker jack jonas

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2009

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

1270 OLD TALE ROAD

(Street)

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

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

BOULDER, CO 80303

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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

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.

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------------------|----------------------------|
| | | | | | | | | | | | | |
| Series A Preferred Stock | \$ 0.2 | 06/30/2009 | P | 3,225 | | | | | 06/30/2009 | <u>(1)</u> | Common Stock | 16,125,000 |
| Series A Preferred Stock | \$ 0.2 | 06/30/2009 | P | 325 | | | | | 06/30/2009 | <u>(1)</u> | Common Stock | 1,625,000 |
| Series A Preferred Stock | \$ 0.2 | 06/30/2009 | P | 100 | | | | | 06/30/2009 | <u>(1)</u> | Common Stock | 500,000 |
| Series A Preferred Warrants | \$ 1,250 | 06/30/2009 | P | 1,612 | | | | | 06/30/2009 | 06/30/2014 | Series A Preferred Stock | 1,612 <u>(5)</u> |
| Series A Preferred Warrants | \$ 1,250 | 06/30/2009 | P | 162 | | | | | 06/30/2009 | 06/30/2014 | Series A Preferred Stock | 162 <u>(6)</u> |
| Series A Preferred Warrants | \$ 1,250 | 06/30/2009 | P | 50 | | | | | 06/30/2009 | 06/30/2014 | Series A Preferred Stock | 50 <u>(7)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| walker jack jonas 1270 OLD TALE ROAD BOULDER, CO 80303 | X | X | | |

Signatures

Lissie Stagg, Attorney
in Fact 07/02/2009

**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).

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- (1) The Series A Preferred Stock does not have an expiration date.
- (2) Held by the M & J Walker Charitable Remainder Trust, of which Mr. Walker is a controlling person.
- (3) Held by March Trade & Finance, Inc., which is wholly owned by the Jack J. Walker Irrevocable Trust, of which Mr. Walker is a controlling person. Mr. Walker is not the beneficiary of the trust and the trust is not a grantor trust.
- (4) The Series A Preferred Warrants were included in the price of the Series A Preferred Stock.
- (5) The 1,612 shares of Series A Preferred Stock are convertible into 8,060,000 shares of common stock.
- (6) The 162 shares of Series A Preferred Stock are convertible into 810,000 shares of common stock.
- (7) The 50 shares of Series A Preferred Stock are convertible into 250,000 shares of common stock.

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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