

walker jack jonas
 Form 4
 July 22, 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)
 2105 11TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/20/2009

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

BOULDER, CO 80302
 (City) (State) (Zip)

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

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.

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 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) | Securities 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 | 07/20/2009 | S ⁽¹⁾ | | | | 150 | | 06/30/2009 | <u>(2)</u> | Common Stock | 750,000 |
| Series A Preferred Warrants | \$ 1,250 | 07/20/2009 | S | | | | 75 | | 06/30/2009 | 06/30/2014 | Series A Preferred Stock | 75 ⁽³⁾ |
| Series A Preferred Stock | \$ 0.2 | 07/20/2009 | P | | | 150 | | | 06/30/2009 | <u>(2)</u> | Common Stock | 750,000 |
| Series A Preferred Warrants | \$ 1,250 | 07/20/2009 | P | | | 75 | | | 06/30/2009 | 06/30/2014 | Series A Preferred Stock | 75 ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| walker jack jonas 2105 11TH STREET BOULDER, CO 80302 | X | X | | |

Signatures

Lissie Stagg, Attorney
in Fact 07/22/2009

**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).
- (1) Mr. Walker sold the 150 shares of Series A Preferred Stock to the M & J Charitable Remainder Trust, of which Mr. Walker is a controlling person.
- (2) The Series A Preferred Stock does not have an expiration date.
- (3) The 75 shares of Series A Preferred Stock are convertible into 375,000 shares of Common Stock.
- (4) The Series A Preferred Warrants were included in the sale price of the Series A Preferred Stock.
- (5) The 75 Series A Preferred Warrants were included in the sale of the Series A Preferred Stock by Mr. Walker to the M & J Charitable Remainder Trust. Mr. Walker is a controlling person of 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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