

AeroGrow International, Inc.
Form 4
August 19, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gibbs Grey H

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)
6075 LONGBOW DR., SUITE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/09/2013

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP-Finance and Accounting

BOULDER, CO 80301

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

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	03/04/2014		M		7,380	A	\$ 1.01	7,380 D
Common Stock	03/04/2014		M		1,250	A	\$ 2.2	8,630 D
Common Stock	03/04/2014		M		225	A	\$ 2.2	8,855 D
Common Stock	03/07/2014		S		8,855	D	\$ 9.66	0 D

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 2.2	10/09/2013		A		10,000		01/09/2014 ⁽¹⁾	10/09/2018	Common Stock	10,000
Stock Options	\$ 2.2	10/09/2013		A		225		10/09/2013	10/09/2018	Common Stock	225
Stock Option	\$ 1.01	03/04/2014		M		7,380		05/08/2013 ⁽¹⁾	02/08/2018	Common Stock	7,380
Stock Option	\$ 2.2	03/04/2014		M		1,250		01/09/2014 ⁽¹⁾	10/09/2018	Common Stock	1,250
Stock Option	\$ 2.2	03/04/2014		M		225		10/09/2013	10/09/2018	Common Stock	225
Stock Option	\$ 5.31	08/07/2014		A		7,500		11/07/2014 ⁽¹⁾	08/07/2019	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gibbs Grey H 6075 LONGBOW DR. SUITE 200 BOULDER, CO 80301	VP-Finance and Accounting

Signatures

Jake Wright, Attorney
in Fact 08/19/2014

**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) Stock options vest in eight quarterly installments, beginning on the three-month anniversary of the grant.

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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