

Wolfe J Michael
Form 3
July 08, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Wolfe J Michael

(Last) (First) (Middle)

6075 LONGBOW DR., SUITE 200

(Street)

BOULDER, CO 80301

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/30/2009

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ☒ 10% Owner

____ Officer ☒ Other

(give title below) (specify below)

Vice President Operations

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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(Instr. 5)

Series A Preferred Stock	06/30/2009	Â <u>(1)</u>	Common Stock	900,000	\$ 0.2	D	Â
Series A Preferred Warrants	06/30/2009	06/30/2014	Series A Preferred Stock	90 <u>(2)</u>	\$ 1,250	D	Â
Options	03/28/2006	03/28/2011	Common Stock	125,000	\$ 5	D	Â
Options	06/04/2009 ⁽³⁾	03/04/2014	Common Stock	175,000	\$ 0.18	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wolfe J Michael
6075 LONGBOW DR.
SUITE 200
BOULDER,Â COÂ 80301

Â Â X Â Vice President Operations

Signatures

Lissie Stagg,
Attorney-in-Fact

07/08/2009

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The Series A Preferred Stock does not have an expiration date.

(2) The 90 shares of Series A Preferred Stock are convertible into 450,000 shares of Common Stock.

(3) The 175,000 options vest quarterly over a 2 year period.

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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