

walker jack jonas
 Form 4
 September 11, 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.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/10/2009

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

2105 11TH STREET

(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 80302

(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 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 Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | An or No of |
|---------------|------------------------------|------------------|------------|---|---|--------|---------------------------|-----------------|--------------|-------------|
| | | | Code | V | (A) | (D) | | | | |
| Stock Options | \$ 5 | 09/10/2009 | D | | | 10,000 | 03/28/2006 | 03/28/2011 | Common Stock | 1 |
| Stock Options | \$ 0.12 | 09/10/2009 | A | | 10,000 | | 03/28/2006 | 03/28/2011 | Common Stock | 1 |
| Stock Options | \$ 5.9 | 09/10/2009 | D | | | 10,000 | 03/22/2007 | 03/22/2012 | Common Stock | 1 |
| Stock Options | \$ 0.12 | 09/10/2009 | A | | 10,000 | | 03/22/2007 | 03/22/2012 | Common Stock | 1 |
| Stock Options | \$ 2.03 | 09/10/2009 | D | | | 23,000 | 07/31/2008 ⁽²⁾ | 07/02/2013 | Common Stock | 2 |
| Stock Options | \$ 0.12 | 09/10/2009 | A | | 23,000 | | 07/31/2008 ⁽²⁾ | 07/02/2013 | Common Stock | 2 |
| Stock Options | \$ 1.8 | 09/10/2009 | D | | | 13,000 | 07/31/2008 ⁽²⁾ | 07/23/2013 | Common Stock | 1 |
| Stock Options | \$ 0.12 | 09/10/2009 | A | | 13,000 | | 07/31/2008 ⁽²⁾ | 07/23/2013 | Common Stock | 1 |

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 09/11/2009

**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) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the original option and the grant of a replacement option.
- (2) The options vested pro rata on a monthly basis over 12 months.

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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