Barish Michael S Form 3 September 09, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement AeroGrow International, Inc. [AERO.OB] A Barish Michael S (Month/Day/Year) 06/30/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 2401 EAST SECOND (Check all applicable) **AVENUE, Â SUITE 400** (Street) 6. Individual or Joint/Group _X_ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person DENVER, COÂ 80206 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â D Common Stock 109,236 Common Stock 29,429 I Owned by spouse Owned by Joyce F Barish Common Stock I 5,000 Irrevocable Children's Trust (1) Owned by Michael S Barish I Common Stock 5,000 Irrevocable Spousal Trust Owned by Barish Family Common Stock Ι 4,500 Foundation (2)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	of Derivative Security 2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock (349 shares)	06/30/2009	(3)	Common Stock	1,745,000	\$ 0.2	D	Â
Series A Preferred Stock (53 shares)	06/30/2009	(3)	Common Stock	265,000	\$ 0.2	I	Owned by spouse
Series A Preferred Warrants	06/30/2009	06/30/2014	Series A Preferred Stock	174 (4)	\$ 1,250	D	Â
Series A Preferred Warrants	06/30/2009	06/30/2014	Series A Preferred Stock	27 (5)	\$ 1,250	I	Owned by spouse

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		
Barish Michael S 2401 EAST SECOND AVENUE SUITE 400 DENVER, CO 80206	Â	ÂX	Â	Â		

Signatures

Lissie Stagg, Attorney in Fact 09/09/2009

**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) Mr. Barish is a trustee of the trust.
- (2) Mr. Barish is president of the foundation.
- (3) The Series A Preferred Stock does not have an expiration date.
- (4) The 174 shares of Series A Preferred Stock are convertible into 870,000 shares of Common Stock.
- (5) The 27 shares of Series A Preferred Stock are convertible into 135,000 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.

Reporting Owners 2

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