

Barish Michael S
Form 4
May 07, 2010

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 *
Barish Michael S

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)
2401 EAST SECOND
AVENUE, SUITE 400

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2010

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

(Street)
DENVER, CO 80206

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

(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)
				(A) or (D)			
				Code V Amount (D) Price			

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

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information contained in this form are not
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Convertible Note	\$ 0.1	05/06/2010	J ⁽¹⁾		\$ 188,911		05/06/2010	05/06/2013	Common Stock	1
Convertible Note	\$ 0.1	05/06/2010	P		\$ 100,000		05/06/2010	06/06/2013	Common Stock	1
Common Stock Warrants	\$ 0.2	05/06/2010	J ⁽¹⁾⁽²⁾		1,889,110		05/06/2010	05/06/2015	Common Stock	1
Common Stock Warrants	\$ 0.2	05/06/2010	P		1,000,000		05/06/2010	05/06/2015	Common Stock	1

Reporting Owners

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

Signatures

Lissie Stagg, Attorney
in Fact 05/07/2010

__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. Barish converted an outstanding \$175,000 Promissory Note and \$13,911 interest due on the note into the \$188,911 Convertible Note, which pays 8% per year.
- (2) Per the terms of the Convertible Note, Mr. Barish was issued warrants to purchase 1,889,110 shares of common stock.
- (3) Mr. Barish invested \$100,000 for the \$100,000 Convertible Note. Per the terms of the Convertible Note, Mr. Barish was issued warrants to purchase 1,000,000 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.

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