## Edgar Filing: AeroGrow International, Inc. - Form 4

	nternational, Inc.										
Form 4 February 24	2014										
•									OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						ERSHIP OF	Expires: January 31 2005 Estimated average burden hours per				
Form 4 c Form 5 obligatio may com <i>See</i> Instr 1(b).	Filed put ns Section 17(	(a) of the l	Public U		ding Con	npany	Act of	Act of 1934, 1935 or Section )	response	0.5	
(Print or Type ]	Responses)										
1. Name and Address of Reporting Person <u>*</u> Harding Wayne Edward III			2. Issuer Name <b>and</b> Ticker or Trading Symbol AeroGrow International, Inc. [AERO.OB]				-8	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 6075 LONO	(First) ( GBOW DRIVE S	Middle) TE 200		f Earliest T Day/Year) .014	ransaction			_X_ Director Officer (give t below)		Owner er (specify	
F				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			
BOULDER	, CO 80301							Person		1 0	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit ord Dispos (Instr. 3, 4)	ed of (	D)	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)	
Common Stock	02/21/2014			S		D	\$ 7.2568	28,543	D		

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

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 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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships						
	Director	10% Owner	Officer	Other				
Harding Wayne Edward III 6075 LONGBOW DRIVE STE 200 BOULDER, CO 80301	X							
Signatures								
Grey H Gibbs, Attorney in Fact	02/22/2014	4						
**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.