AeroGrow International, Inc.

Form 5

May 16, 2014

FORM 5

OMB APPROVAL

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 January 31,

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2005 Estimated average burden hours per response... 1.0

Expires:

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

(Last)

Security

(Instr. 3)

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * Harding Wayne Edward III

(First)

6075 LONGBOW DRIVE STE 200

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

AeroGrow International, Inc.

(Check all applicable)

[AERO.OB]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)

X Director 10% Owner Officer (give title

Other (specify below) below)

03/31/2014

(Month/Day/Year) Execution Date, if

(Middle)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

BOULDER, Â COÂ 80301

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Month/Day/Year)

1. Title of 2. Transaction Date 2A. Deemed

3. Transaction Code (Instr. 8)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

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

or

(A) Amount (D) Price

(Instr. 3 and 4)

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

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SEC 2270 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securi
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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Security

(D)

(Instr. 3, 4,
and 5)

(A) (D) Date Exercisable Expiration Title Ame
Date or
Num
of S

or Disposed of

10,

Stock

Options \$ 2.2 10/09/2013 Â A 10,000 Â $10/31/2014\frac{(2)}{2}$ 10/31/2018 Common Stock

Reporting Owners

Derivative

Reporting Owner Name / Address

Director 10% Owner Officer Other

Harding Wayne Edward III

6075 LONGBOW DRIVE STE 200 Â X Â Â

BOULDER, COÂ 80301

Signatures

Person

Grey Gibbs, Attorney in Fact 05/16/2014

**Signature of Reporting 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 stock options have an exercise price of \$2.20, the closing price of common stock on 10/09/2013.
- (2) The stock options vest pro rata on the last day of the month.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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