walker jack jonas Form 4 June 28, 2010

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

walker jack jonas

(Last) (First) (Middle)

2105 11TH STREET

(City)

(Street)

BOULDER, CO 80302

(State)

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

AeroGrow International, Inc. [AERO.OB]

3. Date of Earliest Transaction

(Month/Day/Year) 06/24/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director X 10% Owner __Other (specify X_ Officer (give title below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amo 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Underlying Secu Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A) ((D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Convertible Note	\$ 0.1	06/24/2010		<u>J(1)</u>		300,000		06/24/2010	06/24/2013	Common Stock	3,
Common Stock Warrants	\$ 0.2	06/24/2010		J(2)		3,000,000		06/24/2010	06/24/2015	Common Stock	3,

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolonia o Hina Huma / Huma oss	Director	10% Owner	Officer	Other			
walker jack jonas 2105 11TH STREET BOULDER, CO 80302	X	X	Chief Executive Officer				

Signatures

Lissie Stagg, Attorney o6/28/2010 in Fact

**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).
 - Mr. Walker converted a \$50,000 guaranty fee and \$250,000 in bridge loans and accrued interest owed to him by the Company into a
- (1) \$300,000 Convertible Note, which has an annual interest rate of 8%. The note is convertible into shares of common stock at a price of \$0.10 per share.
- (2) Per the terms of the Convertible Note, Mr. Walker was issued warrants to purchase 3,000,000 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. 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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