walker jack jonas Form 4 December 10, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

AeroGrow International, Inc.

3. Date of Earliest Transaction

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

walker jack jonas

(Last) (First) (Middle)

2105 11TH STREET

(Street)

4. If Amendment, Date Original

(Month/Day/Year)

[AERO.OB]

10/31/2010

Symbol

Filed(Month/Day/Year)

BOULDER, CO 80302

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

below)

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

6. Individual or Joint/Group Filing(Check

Chief Executive Officer

Applicable Line)

X 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 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

Code

3. 4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

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

7. Nature of Indirect Ownership (Instr. 4)

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

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number of 4. TransactionDerivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and A Underlying Se (Instr. 3 and 4

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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
Convertible Notes (1)	\$ 0.1	10/31/2010		J(2)	\$ 12,843.17	10/31/2010	05/06/2013	Common Stock
Convertible Notes (3)	\$ 0.18	11/05/2010		P	\$ 400,000	11/05/2010	07/28/2011	Common Stock
Common Stock Warrants	\$ 0.2	11/05/2010		P	1,333,333	11/05/2010	10/28/2015	Common Stock
Stock Options	\$ 0.08	12/08/2010		A	1,000,000	03/08/2011(5)	12/08/2015	Common Stock

Reporting Owners

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

Date

Signatures

Jessica Franz, Attornery in Fact 12/10/2010

**Signature of Reporting Person

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).
- The \$12,843.17 Convertible Notes have an annual interest rate of 8%. The notes are convertible into shares of common stock at a price of \$0.10 per share.
- (2) Mr. Walker received the \$12,843.17 of Convertible Notes as a quarterly interest payment on existing Convertible Notes.
- (3) Mrs. Walker purchased \$400,000 of Convertible Notes, which have an annual interest rate of 15%. The notes are convertible into shares of common stock at a price of \$0.18 per share.
- (4) Per the terms of the Convertible Notes as described in Note (3) above, Mrs. Walker was issued warrants to purchase 1,333,333 shares of common stock.
- (5) The options will vest pro rata on a quarterly basis over 2 years.
- (6) On December 8, 2010, the Board of Directors awarded the options to Mr. Walker.

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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