walker jack jonas Form 4 December 10, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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)

(City)

(First) (Middle)

2105 11TH STREET

(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) 10/31/2010

4. If Amendment, Date Original

Filed (Month/Day/Year)

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

0.5

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

X Director __X_ 10% Owner _X_ Officer (give title ____ Other (specify

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)

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

Code V 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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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 A 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Se 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
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					
·r· · · · · · · · · · · · · · · · · · ·	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).
- (1) 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.
- 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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