AeroGrow International, Inc.

Form 5

May 16, 2014

FORM 5

OMB APPROVAL

OMB

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

3235-0362 Number: January 31,

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005 Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL burden hours per OWNERSHIP OF SECURITIES response...

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 Transactions

Reported

(Last)

30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * walker jack jonas

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

AeroGrow International, Inc.

(Check all applicable)

[AERO]

(Middle) (First)

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

X Director Officer (give title below)

_X__ 10% Owner _ Other (specify

03/31/2014

2105 11TH STREET

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

Filed(Month/Day/Year)

(check applicable line)

below)

BOULDER, Â COÂ 80302

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	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	Fiscal Year (Instr. 3 and 4)		

Amount (D) Price

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 Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities
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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Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Expiration Title (A) (D) Date Amour Exercisable Date or Numbe of Shar Stock

Common **Options** \$ 2.42 10/09/2013 Â A 10,000 Â 01/09/2014 10/09/2019 10,00 Stock (1)

Reporting Owners

Reporting Owner Name / Address	Relationships				
1 0	Director	10% Owner	Officer	Other	
walker jack jonas 2105 11TH STREET BOULDER, CO 80302	ÂΧ	ÂX	Â	Â	

Signatures

Grey Gibbs, Attorney 05/16/2014 in Fact

**Signature of Reporting Date 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) Traditionally the stock option have a excercise price of close that day, due to being a 10% owner, 10% uplift is applied

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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