Wolfe J Michael Form 4 May 07, 2010

# FORM 4

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

Check this box 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,

2. Issuer Name and Ticker or Trading

AeroGrow International, Inc.

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 \*

Wolfe J Michael

(Last) (First)

6075 LONGBOW DR., SUITE 200

(Street)

BOULDER, CO 80301

Security

(Instr. 3)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

05/06/2010

[AERO.OB]

Symbol

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

below)

(Check all applicable)

Director X 10% Owner X\_ Officer (give title Other (specify

Chief Operating 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

5. Amount of

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

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

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

Securities

Beneficially Owned Following Reported Transaction(s)

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

7. Nature of Indirect Ownership (Instr. 4)

(Instr. 3 and 4)

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

(A)

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SEC 1474 (9-02)

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. Transaction Derivative Code Securities

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

7. Title and Amou Underlying Secur (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Convertible Note	\$ 0.1	05/06/2010		<u>J(1)</u>		\$ 50,000		05/06/2010	05/06/2013	Common Stock	50
Common Stock Warrants	\$ 0.2	05/06/2010	05/06/2015	J(1)(2)		500,000		05/06/2010	05/06/2015	Common Stock	50

## **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Wolfe J Michael 6075 LONGBOW DR. SUITE 200 BOULDER, CO 80301

X Chief Operating Officer

## **Signatures**

Lissie Stagg, Attorney o5/07/2010 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).
- (1) Mr. Wolfe converted an outstanding \$50,000 Promissory Note issued by the company into the \$50,000 Convertible Note, which has an annual interest rate of 8%.
- (2) Per the terms of the Convertible Note, Mr. Wolfe was issued warrants to purchase 500,000 shares of common stock.
- (3) The Convertible Note and Common Stock Warrants are held by J. Michael Wolfe & Cynthia M. Wolfe JTTEN.

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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