AeroGrow International, Inc.

Form 4 July 31, 2014

FORM 4

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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Section 16. Form 4 or Form 5 obligations

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)

may continue.

See Instruction

1. Name and Address of Reporting Person * Thompson John K

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

AeroGrow International, Inc.

[AERO]

(Check all applicable)

10% Owner

Other (specify

Ownership

(Instr. 4)

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

Director X_ Officer (give title

07/21/2014

below) **SVP Marketing**

6075 LONGBOW DR., SUITE 200

6. Individual or Joint/Group Filing(Check

below)

4. If Amendment, Date Original Applicable Line)

X Form filed by One Reporting Person

Filed(Month/Day/Year)

(Instr. 8)

Form filed by More than One Reporting

(T)

(Instr. 4)

Person

BOULDER, CO 80301

(City) (State) (Zip)

(Street)

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

Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

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

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

(A)

Following Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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 Derivative Conversion Security or Exercise

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

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

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

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	of				
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 2.2	07/21/2014		M	100		03/31/2011	10/31/2018	Common Stock	100
Stock Option	\$ 2.2	07/21/2014		M	50		09/30/2011	10/31/2018	Common Stock	50
Stock Options	\$ 2.2	07/21/2014		M	1,750		12/31/2012	10/31/2018	Common Stock	1,750
Stock Options	\$ 2.2	07/21/2014		M	4,000		10/31/2015(4)	10/31/2018	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

Thompson John K 6075 LONGBOW DR. SUITE 200

SVP Marketing

BOULDER, CO 80301

Signatures

Jake Wright, Attorney in Fact

07/31/2014

Date

**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 stock options have an exercise price of \$2.20, the closing price of common stock on 10/09/2013 at the point of reprice of the original grant which vested in 24 equal installments starting 3/31/2009.
- (2) The stock options have an exercise price of \$2.20, the closing price of common stock on 10/09/2013 at the point of reprice of the original grant which vested in 24 equal installments starting 9/30/2009.
- (3) The stock options have an exercise price of \$2.20, the closing price of common stock on 10/09/2013 at the point of reprice of the original grant which vested in 24 equal installments starting 12/31/2010.

Reporting Owners 2

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- (4) The stock options vest pro rata on the last day of the month.
- (5) The stock options have an exercise price of \$2.20, the closing price of common stock on 10/09/2013.

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.