

walker jack jonas  
 Form 4  
 September 11, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol  
 AeroGrow International, Inc.  
 [AERO.OB]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 2105 11TH STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/10/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

BOULDER, CO 80302  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	An or No of
			Code	V	(A)	(D)				
Stock Options	\$ 5	09/10/2009	D			10,000	03/28/2006	03/28/2011	Common Stock	1
Stock Options	\$ 0.12	09/10/2009	A		10,000		03/28/2006	03/28/2011	Common Stock	1
Stock Options	\$ 5.9	09/10/2009	D			10,000	03/22/2007	03/22/2012	Common Stock	1
Stock Options	\$ 0.12	09/10/2009	A		10,000		03/22/2007	03/22/2012	Common Stock	1
Stock Options	\$ 2.03	09/10/2009	D			23,000	07/31/2008 <sup>(2)</sup>	07/02/2013	Common Stock	2
Stock Options	\$ 0.12	09/10/2009	A		23,000		07/31/2008 <sup>(2)</sup>	07/02/2013	Common Stock	2
Stock Options	\$ 1.8	09/10/2009	D			13,000	07/31/2008 <sup>(2)</sup>	07/23/2013	Common Stock	1
Stock Options	\$ 0.12	09/10/2009	A		13,000		07/31/2008 <sup>(2)</sup>	07/23/2013	Common Stock	1

## Reporting Owners

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

## Signatures

Lissie Stagg, Attorney  
in Fact 09/11/2009

\*\*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) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the original option and the grant of a replacement option.
- (2) The options vested pro rata on a monthly basis over 12 months.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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