

AeroGrow International, Inc.
Form 4
August 19, 2014

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 *
Gibbs Grey H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6075 LONGBOW DR., SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/09/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Finance and Accounting

BOULDER, CO 80301

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

(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)	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		
Common Stock	03/04/2014		M	V	7,380 \$ 1.01	A	D
Common Stock	03/04/2014		M	V	1,250 \$ 2.2	A	D
Common Stock	03/04/2014		M	V	225 \$ 2.2	A	D
Common Stock	03/07/2014		S	V	8,855 \$ 9.66	D	D

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date			
Stock Options	\$ 2.2	10/09/2013		A	V	(A) 10,000	(D)	01/09/2014 ⁽¹⁾	10/09/2018	Common Stock	10
Stock Options	\$ 2.2	10/09/2013		A		225		10/09/2013	10/09/2018	Common Stock	2
Stock Option	\$ 1.01	03/04/2014		M		7,380		05/08/2013 ⁽¹⁾	02/08/2018	Common Stock	7,
Stock Option	\$ 2.2	03/04/2014		M		1,250		01/09/2014 ⁽¹⁾	10/09/2018	Common Stock	1,
Stock Option	\$ 2.2	03/04/2014		M		225		10/09/2013	10/09/2018	Common Stock	2
Stock Option	\$ 5.31	08/07/2014		A		7,500		11/07/2014 ⁽¹⁾	08/07/2019	Common Stock	7,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gibbs Grey H 6075 LONGBOW DR. SUITE 200 BOULDER, CO 80301			VP-Finance and Accounting	

Signatures

Jake Wright, Attorney
in Fact 08/19/2014

**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) Stock options vest in eight quarterly installments, beginning on the three-month anniversary of the grant.

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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