

Barish Michael S
 Form 4
 May 29, 2012

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 *
 Barish Michael S

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)
 2401 EAST SECOND AVENUE, SUITE 400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/25/2012

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

DENVER, CO 80206

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| Common Stock ⁽¹⁾ | 05/25/2012 | | M | | 10,297,775 | \$ 0.01 | A 27,702,097 D |
| Common Stock ⁽²⁾ | 05/25/2012 | | M | | 433,334 | \$ 0.01 | A 1,051,652 I Owned by Spouse |

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

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SEC 1474 (9-02)

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title a Underlyin (Instr. 3 a |
|--|--|--------------------------------------|--|--------------------------------|---|--|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Common Stock Warrant | \$ 0.25 | 05/25/2012 | | M | 75,000 | 08/31/2009 08/31/2014 | Comm Stock |
| Common Stock Warrant | \$ 0.25 | 05/25/2012 | | M | 100,000 | 11/03/2009 11/03/2014 | Comm Stock |
| Common Stock Warrant | \$ 0.2 | 05/25/2012 | | M | 2,889,110 | 05/06/2010 05/06/2015 | Comm Stock |
| Common Stock Warrant | \$ 0.07 | 05/25/2012 | | M | 2,900,001 | 04/11/2012 04/11/2017 | Comm Stock |
| Common Stock Warrant | \$ 0.07 | 05/25/2012 | | M | 433,334 | 04/11/2012 04/11/2017 | Comm Stock |
| Common Stock Warrant | \$ 0.01 | 05/25/2012 | | M | 4,333,664 | 05/25/2012 05/31/2012 | Comm Stock |
| Common Stock Warrant | \$ 0.01 | 05/25/2012 | | M | 4,333,664 | 05/25/2012 05/31/2012 | Comm Stock Warrant |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Barish Michael S 2401 EAST SECOND AVENUE SUITE 400 DENVER, CO 80206 | X | | | |

Signatures

Kimberly Westmoreland, Attorney
in Fact 05/29/2012

**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) Warrants exercised pursuant to a temporary exercise price reset to \$0.01 per share made available to all of the Issuers warrant holders through May 31, 2012, as further detailed in the Issuers 8K filed with the SEC May 8, 2012. The total exercise cost for Mr. Barish was \$102,977.75. Of this amount, \$79,258.11 was funded by converting promissory notes owed by the Issuer to Mr. Barish, and \$11,000.00 was funded by converting \$11,000.00 in director fees owed by the Issuer to Mr. Barish. The remaining \$12,719.64 was paid in cash.

(2) Warrants exercised pursuant to a temporary exercise price reset to \$0.01 per share made available to all of the Issuers warrant holders through May 31, 2012, as further detailed in the Issuers 8K filed with the SEC May 8, 2012.

(3) Pursuant to the temporary warrant exercise price reset, warrant holders who received warrants with the Issuers 8% Subordinated Secured Promissory Notes received 1.5 new warrants for every such existing warrant exercised during the temporary price reset period. The new warrants had an exercise price of \$0.01 per common share and expired May 31, 2012.

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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