walker jack jonas
Form 4
April 13, 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 *
walker jack jonas

(Last) (First) (Middle)

2105 11TH STREET

(Street)

BOULDER, CO 80302

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/11/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (2)	04/11/2012		M		34,166,667	A	$ 0.09	34,314,953	D	
Common Stock (1)	04/11/2012		M		25,709,174	A	$ 0.025	60,024,127	D	
Common Stock (2)	04/11/2012		M		5,277,778	A	$ 0.09	5,277,778	I	Owned by Trust (6)
Common Stock (2)	04/11/2012		M		1,111,112	A	$ 0.09	1,187,234	I	Held by Company (7)

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

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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. Ti Und (Inst
								Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)			
Convertible Note	$ 0.025	04/11/2012		M			$ 642,729.33	(3)	05/06/2013	Co S
Series A Preferred Stock	$ 0.09	04/11/2012		M			3,075	06/30/2009	(4)	Co S
Common Stock Warrants	$ 0.07	04/11/2012		A		17,283,333		04/11/2012	04/11/2017	Co S
Series A. Preferred Warrant	$ 1,250	04/11/2012		D			1,037	06/30/2009	06/30/2014	Se Pre
Series A Preferred Stock	$ 0.09	04/11/2012		M			475	06/30/2009	(4)	Co S
Series A Preferred Stock	$ 0.09	04/11/2012		M			100	06/30/2009	(4)	Co S
Series A Preferred Warrants	$ 1,250	04/11/2012		D			237	06/30/2009	06/30/2014	Se Pre S
Series A Preferred Warrants	$ 1,250	04/11/2012		D			50	06/30/2009	06/30/2014	Se Pre

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
walker jack jonas	X	X		

2105 11TH STREET
BOULDER, CO 80302

Signatures

Kimberly Westmoreland, Attorney in Fact	04/13/2012
**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)	As part of a restructuring of the Issuers capital accounts, Mr. Walker converted Convertible Notes, comprising $586,783.90 in principal and $55,945.42 in accrued interest outstanding, into Common Stock of the Issuer. As part of the restructuring, the conversion price was reduced from the original $0.10 per share of Common Stock to $0.025 per share of Common Stock for all holders of the Convertible Notes, including the Reporting Person. Pursuant to Rule 16b-3(d), the restructuring and the conversion were approved by the Issuers Board of Directors.
(2)	As part of a restructuring of the Issuers capital accounts, Mr. Walker converted Series A Preferred Stock into Common Stock of the Issuer. As part of the restructuring, the conversion price was reduced from $0.18 per share of Common Stock to $0.09 per share of Common Stock for all holders of the Series A Preferred Stock, including the Reporting Person. Pursuant to Rule 16b-3(d), the restructuring and the conversion were approved by the Issuers Board of Directors.
(3)	Various. The Date Exercisable of the Convertible Notes ranged from 05/06/2010 to 01/31/2011.
(4)	The Series A Preferred Stock had no expiration date.
(5)	As part of a restructuring of the Issuers capital accounts, the Issuer issued Common Stock Warrants in exchange for all outstanding Series A Preferred Warrants, including those held by the Reporting Person. Pursuant to Rule 16b-3(d), the restructuring and the warrant exchange were approved by the Issuers Board of Directors.
(6)	Held by the M & J Walker Charitable Remainder Trust, of which Mr. Walker is a controlling person.
(7)	Held by March Trade & Finance, Inc., which is wholly owned by the Jack J. Walker Irrevocable Trust, of which Mr. Walker is a controlling person. Mr. Walker is not the beneficiary of the trust and the trust is not a grantor trust.

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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