

AeroGrow International, Inc.
Form 4
July 31, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

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

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)
07/21/2014

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP Marketing

BOULDER, CO 80301

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
---------------------------------------	------------------------------	---	---	------------------------	--	--	---

Edgar Filing: AeroGrow International, Inc. - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (1)	\$ 2.2	07/21/2014	M		100		03/31/2011	10/31/2018	Common Stock	100
Stock Option (2)	\$ 2.2	07/21/2014	M		50		09/30/2011	10/31/2018	Common Stock	50
Stock Options (3)	\$ 2.2	07/21/2014	M		1,750		12/31/2012	10/31/2018	Common Stock	1,750
Stock Options (5)	\$ 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 BOULDER, CO 80301			SVP Marketing	

Signatures

Jake Wright, Attorney
in Fact

07/31/2014

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

Edgar Filing: AeroGrow International, Inc. - Form 4

(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.