walker jack jonas
Form 4
July 22, 2009

FORM 4

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

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

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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).

(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]

3. Date of Earliest Transaction (Month/Day/Year)
07/20/2009

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			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities 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
Series A Preferred Stock	$ 0.2	07/20/2009	S[1]			150	06/30/2009	[2]	Common Stock	750,000
Series A Preferred Warrants	$ 1,250	07/20/2009	S			75	06/30/2009	06/30/2014	Series A Preferred Stock	75 [3]
Series A Preferred Stock	$ 0.2	07/20/2009	P		150		06/30/2009	[2]	Common Stock	750,000
Series A Preferred Warrants	$ 1,250	07/20/2009	P		75		06/30/2009	06/30/2014	Series A Preferred Stock	75 [3]

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	07/22/2009
**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) Mr. Walker sold the 150 shares of Series A Preferred Stock to the M & J Charitable Remainder Trust, of which Mr. Walker is a controlling person.

(2) The Series A Preferred Stock does not have an expiration date.

(3) The 75 shares of Series A Preferred Stock are convertible into 375,000 shares of Common Stock.

(4) The Series A Preferred Warrants were included in the sale price of the Series A Preferred Stock.

(5) The 75 Series A Preferred Warrants were included in the sale of the Series A Preferred Stock by Mr. Walker to the M & J Charitable Remainder Trust. Mr. Walker is a controlling person of the 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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