

Thompson John K
Form 3
January 19, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Thompson John K | | (Month/Day/Year) | AeroGrow International, Inc. [AERO.OB] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/14/2010 | | |
| 6075 LONGBOW DR.,Â SUITE 200 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Other |
| BOULDER,Â COÂ 80301 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | Senior VP, Sales & Marketing | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 26,684 | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------|-----------------|------------------------------|----------------------------|----------|----------------------------|---|
| Series A Preferred Stock | 06/30/2009 | Â (1) | Common Stock | 30,000 | \$ 0.2 | D | Â |
| Series A Preferred Warrants | 06/30/2009 | 06/30/2014 | Series A Preferred Stock (2) | 3 | \$ 1,250 | D | Â |
| Options | 03/28/2006 | 03/28/2011 | Common Stock | 50,000 | \$ 0.12 | D | Â |
| Options | 06/04/2009(3) | 03/04/2014 | Common Stock | 100,000 | \$ 0.18 | D | Â |
| Options | 12/10/2009(4) | 09/10/2014 | Common Stock | 50,000 | \$ 0.12 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|------------------------------|
| | Director | 10% Owner | Officer | Other | |
| Thompson John K 6075 LONGBOW DR. SUITE 200 BOULDER, CO 80301 | Â | Â | Â | | Senior VP, Sales & Marketing |

Signatures

Lissie Stagg, Attorney
in Fact

01/19/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 Series A Preferred Stock does not have an expiration date.
- (2) The 3 shares of Series A Preferred Stock are convertible into 15,000 shares of common stock.
- (3) The 100,000 options were granted on March 4, 2009 and vest on a quarterly basis over a 2 year period.
- (4) The 50,000 options were granted on September 10, 2009 and vest on a quarterly basis over a 2 year period.

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.