

PEIERLS E JEFFREY  
Form 4  
June 04, 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 \*  
PEIERLS E JEFFREY

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/31/2012

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

73 SOUTH HOLMAN WAY

(Street)

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

GOLDEN, CO 80401

(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	(A) or (D)	Price
Common Stock <sup>(1)</sup>	05/31/2012		C		3,000,000	A	\$ 0.01
Common Stock <sup>(1)</sup>	05/31/2012		C		20,000,000	A	\$ 0.01 <sup>(2)</sup>
Common Stock <sup>(1)</sup>	05/31/2012		C		650,000	A	\$ 0.01 <sup>(3)</sup>
	05/31/2012		C		650,000	A	

By The Peierls Foundation, Inc.  
By the UD E.F. Peierls for B.E. Peierls

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Common Stock <sup>(1)</sup>					\$ 1,844,985 0.01 <sup>(4)</sup>		By the UD E.F. Peierls for E.J. Peierls
Common Stock <sup>(1)</sup>	05/31/2012	C	425,000	A	\$ 1,206,337 0.01 <sup>(5)</sup>	I	By the UD E.S. Peierls for E.F. Peierls et al
Common Stock <sup>(1)</sup>	05/31/2012	C	1,750,000	A	\$ 4,967,266 0.01 <sup>(6)</sup>	I	By the UD Ethel F. Peierls Charitable Lead Trust
Common Stock <sup>(1)</sup>	05/31/2012	C	825,000	A	\$ 2,341,712 0.01 <sup>(7)</sup>	I	By the UD J.N. Peierls for B.E. Peierls
Common Stock <sup>(1)</sup>	05/31/2012	C	825,000	A	\$ 2,341,712 0.01 <sup>(8)</sup>	I	By the UD J.N. Peierls for E.J. Peierls
Common Stock <sup>(1)</sup>	05/31/2012	C	550,000	A	\$ 1,561,141 0.01 <sup>(9)</sup>	I	By the UW E.S. Peierls for BEP Art VI-Accum
Common Stock <sup>(1)</sup>	05/31/2012	C	375,000	A	\$ 1,064,415 0.01 <sup>(10)</sup>	I	By the UW E.S. Peierls for EJP Art VI-Accum
Common Stock <sup>(1)</sup>	05/31/2012	C	800,000	A	\$ 2,270,751 0.01 <sup>(11)</sup>	I	By the UW J.N. Peierls E.J. Peierls
Common Stock <sup>(1)</sup>	05/31/2012	C	800,000	A	\$ 2,270,751 0.01 <sup>(12)</sup>	I	By the UW J.N. Peierls for B.E. Peierls

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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 and Amount of Underlying Security (Instr. 3 and 4)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Common Stock Warrant	\$ 0.01	05/31/2012		C	3,000,000		05/06/2010	05/06/2015	Common Stock	3,000,000
Common Stock Warrant	\$ 0.01	05/31/2012		C	20,000,000		05/06/2010	05/06/2015	Common Stock	20,000,000
Common Stock Warrant	\$ 0.01	05/31/2012		C	650,000		05/06/2010	05/06/2015	Common Stock	650,000
Common Stock Warrant	\$ 0.01	05/31/2012		C	650,000		05/06/2010	05/06/2015	Common Stock	650,000
Common Stock Warrant	\$ 0.01	05/31/2012		C	425,000		05/06/2010	05/06/2015	Common Stock	425,000
Common Stock Warrant	\$ 0.01	05/31/2012		C	1,750,000		05/06/2010	05/06/2015	Common Stock	1,750,000
Common Stock Warrant	\$ 0.01	05/31/2012		C	825,000		05/06/2010	05/06/2015	Common Stock	825,000
Common Stock Warrant	\$ 0.01	05/31/2012		C	825,000		05/06/2010	05/06/2015	Common Stock	825,000
Common Stock Warrant	\$ 0.01	05/31/2012		C	550,000		05/06/2010	05/06/2015	Common Stock	550,000
Common Stock	\$ 0.01	05/31/2012		C	375,000		05/06/2010	05/06/2015	Common Stock	375,000

Warrant

Common  
Stock  
Warrant

\$ 0.01

05/31/2012

C

800,000

05/06/2010 05/06/2015

Common  
Stock

80

Common  
Stock  
Warrant

\$ 0.01

05/31/2012

C

800,000

05/06/2010 05/06/2015

Common  
Stock

80

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEIERLS E JEFFREY 73 SOUTH HOLMAN WAY GOLDEN, CO 80401		X		

## Signatures

/s/ E. Jeffrey  
Peierls

06/04/2012

\*\*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).
- Warrants exercised pursuant to a temporary exercise price reset to \$0.01 per share made available to all of the Issuer's warrant holders through May 31, 2012, as described in the Issuer's Form 8-K filed with the Securities and Exchange Commission on May 8, 2012.
- (1) Pursuant to the terms of the Issuer's temporary exercise price reset, investors holding specified classes of warrants were eligible to receive 1.5 new warrants for every warrant exercised during the temporary exercise period. The new warrants also had an exercise price of \$0.01 per share and an expiration date of May 31, 2012.
  - (2) Mr. Peierls is President and a Director of The Peierls Foundation, Inc. ("Foundation") and may be deemed to indirectly own the securities owned by the Foundation.
  - (3) Mr. Peierls is a Co-Trustee of the UD E.F. Peierls for B.E. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
  - (4) Mr. Peierls is a Co-Trustee of the UD E.F. Peierls for E.J. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
  - (5) Mr. Peierls is a Co-Trustee of the UD E.S. Peierls for E.F. Peierls et al Trust ("Trust") and may be deemed to indirectly own the securities owned by the Trust.
  - (6) Mr. Peierls is a Co-Trustee of the U.D. Ethel F. Peierls Charitable Lead Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
  - (7) Mr. Peierls is a Co-Trustee of the UD J.N.. Peierls for B.E. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
  - (8) Mr. Peierls is a Co-Trustee of the UW J.N. Peierls for E.J. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
  - (9)

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Mr. Peierls is a Co-Trustee of the UW E.S. Peierls for BEP Art VI-Accum Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.

- (10) Mr. Peierls is a Co-Trustee of the UW E.S. Peierls for EJP Art VI-Accum Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (11) Mr. Peierls is a Co-Trustee of the UW J.N. Peierls for E.J. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (12) Mr. Peierls is a Co-Trustee of the UW J.N. Peierls for B.E. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by 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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