Brainard Jeff Form 4 March 05, 2009

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Brainard Jeff

(Last)

(City)

(First) (Middle)

900 28TH STREET, SUITE 201

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

AeroGrow International, Inc.

[AERO]

(Month/Day/Year)

03/04/2009

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

3. Date of Earliest Transaction

4. If Amendment, Date Original

Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of

Securities

below)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

BOULDER, CO 80303

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Beneficially Owned Following (A)

Reported Transaction(s) (Instr. 3 and 4) Code V Amount (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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

Vice President, Sales

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner _X_ Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Director

Applicable Line)

Officer (give title

Estimated average

burden hours per

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) Security (Instr. 3, 4, and

5)

Code V (D) Date Exercisable Expiration (A) Title

Date

Numb Shares

Amou

Stock \$ 0.18 03/04/2009 Α 100,000 options

09/04/2009(1) 03/04/2014

Common 100,0 stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer

Brainard Jeff 900 28TH STREET SUITE 201 BOULDER, CO 80303

Vice President, Sales

Signatures

Lissie Stagg, Attorney 03/05/2009 in Fact

**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).

The options will vest quarterly over a 2 year period. As of 9/4/2009, 25,000 options will have vested. As of 3/4/2010, a total of 50,000 options will have vested. As of 9/4/2010, a total of 75,000 options will have vested. As of 3/4/2011, the full 100,000 options will have **(1)**

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.

Reporting Owners 2