

PERKINS JERVIS B
Form 4
January 19, 2010

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 *
PERKINS JERVIS B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

AEROGROW INTERNATIONAL, INC., 6075 LONGBOW DR., SUITE 200

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

BOULDER, CO 80301

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | 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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SEC 1474 (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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---------|--|-----------------|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Stock Options | \$ 0.12 | 01/15/2010 | | D ⁽¹⁾ | | | 33,334 | 02/01/2008 | 02/01/2013 | Common Stock |
| Stock Options | \$ 0.12 | 01/15/2010 | | A ⁽¹⁾ | | 33,334 | | 02/01/2008 | 02/01/2015 | Common Stock |
| Stock Options | \$ 0.12 | 01/15/2010 | | D ⁽¹⁾ | | | 216,666 | 03/01/2008 ⁽³⁾ | 03/01/2013 | Common Stock |
| Stock Options | \$ 0.12 | 01/15/2010 | | A ⁽¹⁾ | | 216,666 | | 03/01/2008 ⁽³⁾ | 02/01/2015 | Common Stock |
| Stock Options | \$ 0.18 | 01/15/2010 | | D ⁽¹⁾ | | | 300,000 | 09/04/2009 ⁽⁴⁾ | 03/04/2014 | Common Stock |
| Stock Options | \$ 0.18 | 01/15/2010 | | A ⁽¹⁾ | | 300,000 | | 09/04/2009 ⁽⁴⁾ | 02/01/2015 | Common Stock |
| Stock Options | \$ 0.12 | 01/15/2010 | | D ⁽¹⁾ | | | 50,000 | 12/10/2009 ⁽⁵⁾ | 09/10/2014 | Common Stock |
| Stock Options | \$ 0.12 | 01/15/2010 | | A ⁽¹⁾ | | 50,000 | | 12/10/2009 ⁽⁵⁾ | 02/01/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PERKINS JERVIS B AEROGROW INTERNATIONAL, INC. 6075 LONGBOW DR., SUITE 200 BOULDER, CO 80301 | X | X | | |

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 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 two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the original option and the grant of a replacement option. The option was amended to extend the expiration date to February 1, 2015.
- (2) The options were granted by the Board of Directors.

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- (3) The options vest on a 6 month basis over a period of 2 years: 43,334 on March 1, 2008, 43,333 on September 1, 2008, 43,333 on March 1, 2009, 43,333 on September 1, 2009, and 43,333 on March 1, 2010.
- (4) The 300,000 options were granted on March 4, 2009 and vest pro rata on a quarterly basis over 2 years.
- (5) The 50,000 options were granted on September 4, 2010 and vest pro rata on a quarterly basis over a period of 2 years.

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.