

Zallen Wayne Andrew
 Form 4/A
 July 25, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Zallen Wayne Andrew

2. Issuer Name and Ticker or Trading Symbol
 GROW CONDOS, INC. [GRWC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 722 W. DUTTON RD

3. Date of Earliest Transaction (Month/Day/Year)
 11/17/2015

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

(Street)
 EAGLE POINT, OR 97524

4. If Amendment, Date Original Filed (Month/Day/Year)
 07/19/2017

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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
Series A Convertible Preferred Stock	11/17/2015		A		5,000,000	A	(1) 5,000,000
Series A Convertible Preferred Stock	12/16/2015		J		5,000,000	D	(2) 0
Common stock	12/16/2015		J		25,000,000	A	(3) 25,919,450
	12/16/2015		S		2,000,000	D	23,919,450

Edgar Filing: Zallen Wayne Andrew - Form 4/A

Common stock					\$ 0.005 (4)		
Common stock	10/19/2016	A	1,666	A	(5)	23,921,116	D
Common stock	10/19/2016	A	1,666	A	(6)	23,922,783	D
Common stock	10/19/2016	A	1,666	A	(7)	23,924,450	D
Common stock	10/19/2016	A	1,666	A	(8)	23,926,117	D
Common stock	10/19/2016	A	6,010	A	(9)	23,932,127	D
Common stock	01/11/2017	A	4,808	A	(10)	23,936,935	D
Common stock	07/13/2017	S	6,000	D	\$ 0.4087	23,930,935	D
Common stock	07/14/2017	S	3,000	D	\$ 0.3977	23,927,935	D
Common stock	07/17/2017	S	3,000	D	\$ 0.394	23,924,935	D
Common stock	07/18/2017	S	7,000	D	\$ 0.394	23,917,935	D
Common stock	07/19/2017	S	3,000	D	\$ 0.4038	23,914,935	D
Common stock	07/20/2017	S	9,000	D	\$ 0.3775	23,905,935	D
Common stock	07/21/2017	S	8,000	D	\$ 0.337	23,897,935	D
Common stock	07/24/2017	S	5,000	D	\$ 0.3256	23,892,935	D
Common stock	07/25/2017	S	3,000	D	\$ 0.394	23,889,935	D

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

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.

SEC 1474
(9-02)

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

