

GROWLIFE, INC.
Form 4
April 29, 2014

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 *
Hunt Robert E

(Last) (First) (Middle)

C/O GROWLIFE, INC., 20301
VENTURA BLVD., SUITE 126

(Street)

WOODLAND HILLS, CA 91364

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GROWLIFE, INC. [PHOT]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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 (1)	01/31/2014		J(1)		12,412,518	A	\$ 0.035
					15,746,460	D	

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 Amount of Underlying Security (Instr. 3 and 4)
12% Senior Secured Convertible Note ⁽²⁾	\$ 0.035	01/31/2014		J ⁽²⁾	12,412,518	06/07/2013 06/07/2023	Common 1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hunt Robert E C/O GROWLIFE, INC. 20301 VENTURA BLVD., SUITE 126 WOODLAND HILLS, CA 91364	X		Executive Vice President	

Signatures

/s/ Robert E. Hunt
04/29/2014

 **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) As of 1/31/14, Robert Hunt had 15,746,460 shares of common stock. However, as of this filing date, 4/29/14, Robert Hunt has 13,776,200 shares. Before this filing was submitted, Robert Hunt had already disposed of common stock shares that was previously reported on Form 4 for the transaction date(s) of 4/3/14, 4/4/14, and 4/7/14.
 - (2) Robert Hunt exercised the convertible note on 1/31/14, leaving Robert Hunt with 15,746,460 shares of common stock as of 1/31/14. In a prior Form 5 filed by Robert Hunt, it was reported that Robert Hunt could have exercised the note for 12,445,947 shares of common stock. However, due to the derivative nature of the note, when Robert Hunt converted the note on 1/31/14, Robert Hunt only converted it into 12,412,518 shares of common stock. As of this filing date, 4/29/14, Robert Hunt still beneficially owns 12,000,000 options.

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.