Edgar Filing: walker jack jonas - Form 4

walker jack Form 4	jonas										
September	17, 2012										
									OMB APPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							MMISSION	OMB Number:	3235-0287	
Check t if no los subject Section Form 4 Form 5 obligati may co <i>See</i> Inst	rsuant to S (a) of the F	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Expires: January 31, 2005 Estimated average burden hours per response 0.5			
l(b).	December 20										
(Print or Type	(Kesponses)										
walker jack jonas Symbol				pol				Relationship of Reporting Person(s) to suer			
			AeroGrow International, Inc. [AERO.OB]				(Check all applicable)				
(M			(Month/Dav/Year) —				_X_ DirectorX_ 10% Owner Officer (give titleOther (specify below)				
(Street) 4. If Am			Amendment, Date Original6. I(Month/Day/Year)App				Individual or Joint/Group Filing(Check pplicable Line)				
BOULDE	R, CO 80302							K_ Form filed by Or _ Form filed by Mo rson			
(City)	(State)	(Zip)	Tal	ble I - Non-	-Derivative Se	curiti	es Acquir	ed, Disposed of,	or Beneficially	y Owned	
1.Title of Security (Instr. 3)	1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if		Date, if	3. 4. Securities Acquired (A) of TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				or 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock (1)	09/14/2012			Code V A	Amount 1,000,000	or (D) A	Price \$ 0.0025	(Instr. 3 and 4) 7,000,000		Owned by Spouse	

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.

 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date		Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
walker jack jonas 2105 11TH STREET BOULDER, CO 80302	Х	Х					
Signatures							
Kimberly Westmoreland, Attor in Fact	rney	09/17	7/2012				

**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).

Pursuant to the terms of a private offering by the Issuer of short-term promissory notes, investors received 10 shares of common stock of (1) the Issuer for every \$1 invested in the short-term promissory notes. Mr. Walker's spouse, Marsha S. Walker, invested \$100,000.00 in the

short-term promissory note offering.

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.