

SEVERANCE H LEIGH
Form 3
July 10, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SEVERANCE H LEIGH | | (Month/Day/Year) | AeroGrow International, Inc. [AERO] | |
| (Last) | (First) | (Middle) | 06/30/2009 | |
| 14282 E. CALEY AVE. | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| AURORA,Â COÂ 80016 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 58,334 | D | Â |
| Common Stock | 57,709 | I | Owned by trust ⁽²⁾ |
| Common Stock | 3,335 | I | Owned by trust ⁽³⁾ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------------|------------------|------------------|---|----------------------------|------------------------------|--|-------------------------------|
| Series A Preferred Stock | 06/30/2009 | ∅ ⁽¹⁾ | Common Stock | 530,000 | \$ 0.2 | D | ∅ |
| Series A Preferred Stock | 06/30/2009 | ∅ ⁽¹⁾ | Common Stock | 530,000 | \$ 0.2 | I | Owned by trust ⁽²⁾ |
| Series A Preferred Stock | 06/30/2009 | ∅ ⁽¹⁾ | Common Stock | 25,000 | \$ 0.2 | I | Owned by trust ⁽³⁾ |
| Series A Preferred Warrants | 06/30/2009 | 06/30/2014 | Series A Preferred Stock ⁽⁴⁾ | 53 | \$ 1,250 | D | ∅ |
| Series A Preferred Warrants | 06/30/2009 | 06/30/2014 | Series A Preferred Stock ⁽⁴⁾ | 53 | \$ 1,250 | I | Owned by trust ⁽²⁾ |
| Series A Preferred Warrants | 06/30/2009 | 06/30/2014 | Series A Preferred Stock ⁽⁵⁾ | 2 | \$ 1,250 | I | Owned by trust ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SEVERANCE H LEIGH 14282 E. CALEY AVE. AURORA, CO 80016 | ∅ | ∅ X | ∅ | ∅ |

Signatures

/s/ H. Leigh
Severance

07/10/2009

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 Series A Preferred Stock does not have an expiration date.

(2) Owned by the H.L. Severance, Inc. Profit Sharing Plan and Trust of which the Reporting Person is a controlling person.

(3) Owned by the H.L. Severance, Inc. Pension Plan and Trust of which the Reporting Person is a controlling person.

(4) The 53 shares of Series A Preferred Stock are convertible into 265,000 shares of Common Stock of the Issuer.

(5) The 2 shares of Series A Preferred Stock are convertible into 10,000 shares of Common Stock of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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