

AeroGrow International, Inc.  
Form 3/A  
June 28, 2007

# 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 \*

Walker jack jonas  
(Last) (First) (Middle)

1270 OLD TALE ROAD  
(Street)

BOULDER, CO 80303  
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
02/24/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

06/06/2006

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 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

30,000

D

A

Common Stock

3,031

I

Owned by Spouse <sup>(1)</sup>

Common Stock

76,122

I

Owned by corporation <sup>(2)</sup>

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

# Edgar Filing: AeroGrow International, Inc. - Form 3/A

|                  | Date<br>Exercisable | Expiration<br>Date | (Instr. 4)<br>Title | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | (Instr. 5) |
|------------------|---------------------|--------------------|---------------------|----------------------------------|------------------------------------|---------------------------------------------------------------------------|------------|
| Warrants         | 09/12/2005          | 09/30/2010         | Common<br>Stock     | 24,000                           | \$ 5                               | D                                                                         | Â          |
| Convertible Note | 09/12/2005          | 12/31/2006         | Common<br>Stock     | 34,286                           | \$ 3.5                             | D                                                                         | Â          |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                              | Director      | 10% Owner | Officer | Other |
| walker jack jonas<br>1270 OLD TALE ROAD<br>BOULDER, CO 80303 | Â X           | Â         | Â       | Â     |

## Signatures

Jack J. Walker                      06/28/2007

\_\_\_\_\_  
\*\*Signature of                      Date  
Reporting Person

## 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) Pursuant to a prenuptial agreement, Mr. Walker does not have any beneficial interest or voting rights to shares owned by his spouse, Marsha S. Walker.
- (2) March Trade & Finance, Inc., a Panamanian company, is wholly owned by the Jack J. Walker (1984) Irrevocable Trust. He is not a beneficiary of the trust, and the trust is not a grantor trust.

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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