Barish Michael S
Form 3
September 09, 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 *
Â Barish Michael S
(Last) (First) (Middle)

2401 EAST SECOND AVENUE,Â SUITE 400
(Street)

DENVER,Â COÂ 80206
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/30/2009

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	109,236	D	Â
Common Stock	29,429	I	Owned by spouse
Common Stock	5,000	I	Owned by Joyce F Barish Irrevocable Children's Trust (1)
Common Stock	5,000	I	Owned by Michael S Barish Irrevocable Spousal Trust
Common Stock	4,500	I	Owned by Barish Family Foundation (2)

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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock (349 shares)	06/30/2009	Â (3)	Common Stock	1,745,000	$ 0.2	D	Â
Series A Preferred Stock (53 shares)	06/30/2009	Â (3)	Common Stock	265,000	$ 0.2	I	Owned by spouse
Series A Preferred Warrants	06/30/2009	06/30/2014	Series A Preferred Stock	174 (4)	$ 1,250	D	Â
Series A Preferred Warrants	06/30/2009	06/30/2014	Series A Preferred Stock	27 (5)	$ 1,250	I	Owned by spouse

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barish Michael S 2401 EAST SECOND AVENUE SUITE 400 DENVER,Â COÂ 80206	Â	Â X	Â	Â

Signatures

Lissie Stagg, Attorney in Fact	09/09/2009
**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) Mr. Barish is a trustee of the trust.

(2) Mr. Barish is president of the foundation.

(3) The Series A Preferred Stock does not have an expiration date.

(4) The 174 shares of Series A Preferred Stock are convertible into 870,000 shares of Common Stock.

(5) The 27 shares of Series A Preferred Stock are convertible into 135,000 shares of Common Stock.

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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Explanation of Responses: