AeroGrow International, Inc.
Form 4
July 31, 2014

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thompson John K

(Last) (First) (Middle)

6075 LONGBOW DR., SUITE 200

(Street)

BOULDER, CO 80301

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/21/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP Marketing

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 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			

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (1)	$ 2.2	07/21/2014	M		100		03/31/2011	10/31/2018	Common Stock	100
Stock Option (2)	$ 2.2	07/21/2014	M		50		09/30/2011	10/31/2018	Common Stock	50
Stock Options (3)	$ 2.2	07/21/2014	M		1,750		12/31/2012	10/31/2018	Common Stock	1,750
Stock Options (5)	$ 2.2	07/21/2014	M		4,000		10/31/2015(4)	10/31/2018	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson John K 6075 LONGBOW DR. SUITE 200 BOULDER, CO 80301			SVP Marketing	

Signatures

Jake Wright, Attorney in Fact	07/31/2014
**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) The stock options have an exercise price of $2.20, the closing price of common stock on 10/09/2013 at the point of reprice of the original grant which vested in 24 equal installments starting 3/31/2009.

(2) The stock options have an exercise price of $2.20, the closing price of common stock on 10/09/2013 at the point of reprice of the original grant which vested in 24 equal installments starting 9/30/2009.

(3) The stock options have an exercise price of $2.20, the closing price of common stock on 10/09/2013 at the point of reprice of the original grant which vested in 24 equal installments starting 12/31/2010.

(4) The stock options vest pro rata on the last day of the month.

(5) The stock options have an exercise price of $2.20, the closing price of common stock on 10/09/2013.

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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