Wolfe J Michael Form 4 April 13, 2012

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Wolfe J Michael			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			AeroGrow International, Inc. [AERO.OB]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner			
			(Month/Day/Year)	X Officer (give title Other (specify below)			
6075 LONGBOW DR., SUITE 200			04/11/2012	Chief Executive Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				_X_ Form filed by One Reporting Person			
BOULDER, CO 80301				Form filed by More than One Reportin Person			

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acquired (A) Transaction Disposed of (D)			5. Amount of Securities	6. Ownership	7. Nature of Indirect		
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and	(A) or		Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
Common Stock (2)	04/11/2012		Code V M	Amount 2,000,000	(D)	Price \$ 0.09	2,000,000	D		
Common Stock (1)	04/11/2012		M	2,322,049	A	\$ 0.025	4,322,049	D (3)		

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

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

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. Transacti Code (Instr. 8)	5. Number of Derivative on Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underly (Instr. 3
	Security				(A)	(D)	Date Exercisable	Expiration Date	Title
G : A				Code V	(A)	(D)			
Series A Preferred Convertible Stock (2)	\$ 0.09	04/11/2012		M		180	06/30/2009	<u>(5)</u>	Comn
Convertible Notes (1)	\$ 0.025	04/11/2012		M		\$ 58,051.22	<u>(4)</u>	05/06/2013	Comn Stoc
Common Stock Warrants	\$ 0.07	04/11/2012		A	1,500,000		04/11/2012	04/11/2017	Comn
Series A Preferred Warrant	\$ 1,250	04/11/2012		D		90	06/30/2009	06/30/2014	Series Prefer Stoc

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wolfe J Michael

6075 LONGBOW DR.

SUITE 200 BOULDER, CO 80301 Chief Executive Officer

## **Signatures**

Kim Westmoreland, Attorney in Fact

04/13/2012

\*\*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).
  - 1As part of a restructuring of the Issuers capital accounts, Mr. Wolfe converted Convertible Notes, comprising \$52,988.24 in principal and \$5,052.98 in accrued interest outstanding, into Common Stock of the Issuer. As part of the restructuring, the conversion price was
- (1) reduced from the original \$0.10 per share of Common Stock to \$0.025 per share of Common Stock for all holders of the Convertible Notes, including the Reporting Person. Pursuant to Rule 16b-3(d), the restructuring and the conversion were approved by the Issuers Board of Directors.
- (2) As part of a restructuring of the Issuers capital accounts, Mr. Wolfe converted Series A Preferred Stock into Common Stock of the Issuer. As part of the restructuring, the conversion price was reduced from \$0.18 per share of Common Stock to \$0.09 per share of Common

Reporting Owners 2

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Stock for all holders of the Series A Preferred Stock, including the Reporting Person. Pursuant to Rule 16b-3(d), the restructuring and the conversion were approved by the Issuers Board of Directors.

- (3) 3. The Convertible Notes, and Common Stock received upon conversion of the Convertible Notes, are held by J. Michael Wolfe and Cynthia M. Wolfe JTTEN.
- (4) Various. The Date Exercisable of the Convertible Notes ranged from 05/06/2010 to 01/31/2011.
- (5) The Series A Preferred Stock had no expiration date.
  - As part of a restructuring of the Issuers capital accounts, the Issuer issued Common Stock Warrants in exchange for all outstanding Series
- (6) A Preferred Warrants, including those held by the Reporting Person. Pursuant to Rule 16b-3(d), the restructuring and the warrant exchange were approved by the Issuers Board of Directors.

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.