Clarke H MacGregor Form 4 September 11, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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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).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Clarke H MacGregor

2. Issuer Name and Ticker or Trading

AeroGrow International, Inc.

[AERO.OB]

(First) (Middle)

(Month/Day/Year)

6075 LONGBOW DR., SUITE 200

(Street)

Symbol

3. Date of Earliest Transaction

09/10/2009

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

6. Individual or Joint/Group Filing(Check Applicable Line)

_X__ Director

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Financial Officer

below)

10% Owner

Other (specify

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

BOULDER, CO 80301

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(State)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

Indirect

7. Nature of

(A)

(Instr. 3 and 4) Code V Amount (D) Price

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities Acquired 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Stock Options	\$ 2.6	09/10/2009		D		30,000	06/01/2008	06/01/2013	Common Stock	3
Stock Options	\$ 0.12	09/10/2009		A	30,000		06/01/2008	06/01/2013	Common Stock	3
Stock Options	\$ 2.07	09/10/2009		D		60,000	12/01/2008(2)	07/01/2013	Common Stock	6
Stock Options	\$ 0.12	09/10/2009		A	60,000		12/01/2008(2)	07/01/2013	Common Stock	6
Stock Options	\$ 2.86	09/10/2009		D		60,000	12/01/2009(3)	10/01/2013	Common Stock	6
Stock Options	\$ 0.12	09/10/2009		A	60,000		12/01/2009(3)	10/01/2013	Common Stock	6
Stock Options	\$ 0.12	09/10/2009		A	50,000		12/10/2009(4)	09/10/2014	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runner runners	Director	10% Owner	Officer	Other		
Clarke H MacGregor 6075 LONGBOW DR. SUITE 200 BOULDER, CO 80301	X		Chief Financial Officer			

Signatures

Lissie Stagg, Attorney o9/11/2009 in Fact

**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 two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the original option and the grant of a replacement option.
- (2) 30,000 options vested on 12/1/08 and 30,000 options vested 6/1/09.
- (3) 30,000 options will vest on 12/1/09 and 30,000 options will vest on 6/1/10.
- (4) The options will vest pro rata on a quarterly basis over 2 years.

Reporting Owners 2

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(5) The stock options were awarded by the 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.