

AeroGrow International, Inc.
 Form 4
 December 06, 2016

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Gibbs Grey H

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 3566 LARKSPUR CT.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/02/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP-Finance and Accounting

LONGMONT, CO 80503

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/02/2016		M		7,383 A \$ 1.01 7,383	D	
Common Stock	12/02/2016		M		8,750 A \$ 2.2 16,133	D	
Common Stock	12/02/2016		M		7,433 A \$ 1.55 23,566	D	
Common Stock	12/06/2016		M		6,127 A \$ 1.55 29,693	D	
Common Stock	12/02/2016		S		8,420 D \$ 4.1814 21,273	D	

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Common Stock 12/05/2016 S 15,146 D \$ 3,8547 6,127 D

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

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(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 (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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Common Stock	\$ 1.01	12/02/2016		M	7,383	05/08/2013 02/08/2018	Common Stock	7,383
Common Stock	\$ 2.2	12/02/2016		M	8,750	01/09/2014 10/09/2018	Common Stock	8,750
Common Stock	\$ 1.55	12/02/2016		M	7,433	11/20/2015 08/20/2020	Common Stock	7,433
Common Stock	\$ 1.55	12/06/2016		M	6,127	11/20/2015 08/20/2020	Common Stock	6,127

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gibbs Grey H 3566 LARKSPUR CT. LONGMONT, CO 80503			SVP-Finance and Accounting	

Signatures

Jake Wright, Attorney
In Fact 12/06/2016

**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).

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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