

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 or 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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