

Cleckner Joann Zallen
 Form 4
 August 08, 2017

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 *
 Cleckner Joann Zallen

2. Issuer Name and Ticker or Trading Symbol
 GROW CONDOS, INC. [GRWC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3681 WINDGATE STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/03/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Corporate Secretary

MEDFORD, OR 97504

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	08/03/2017		S		14,407	<u>D</u> (1)	\$ 0.13
Common stock	08/03/2017		S		10,000	<u>D</u> (1)	\$ 0.125
Common stock	08/03/2017		S		5,593	<u>D</u> (1)	\$ 0.111
Common stock	08/04/2017		S		29,690	<u>D</u> (1)	\$ 0.11
Common stock	08/04/2017		S		49,000	<u>D</u> (1)	\$ 0.105

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Common stock	08/07/2017	S	31,310	D (1)	\$ 0.081	10,000	D
Common stock	08/07/2017	S	10,000	D (1)	\$ 0.09	0	D

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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cleckner Joann Zallen 3681 WINDGATE STREET MEDFORD, OR 97504			Corporate Secretary	

Signatures

/s/ Joann Cleckner 08/08/2017

**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) On November 18, 2015 Grow Condos, Inc. effected a 1-for-20 reverse stock split to its Common Stock. The number of shares reported throughout this Form 4 have been adjusted to reflect the stock split.

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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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