

JACKSON JOHN R

Form 4

April 10, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JACKSON JOHN R

(Last) (First) (Middle)

833 WEST SOUTH BOULDER
ROAD

(Street)

LOUISVILLE, CO 80027-2452

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GAIAM, INC [GAIA]

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Secretary & VP Corp Dev

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)				
Employee Stock Option (right to buy)	\$ 5	03/05/2012	D ⁽¹⁾			35,000	⁽¹⁾	06/26/2013	Class A Common Stock	35,000
Employee Stock Option (right to buy)	\$ 5	03/05/2012	A ⁽¹⁾		35,000		⁽¹⁾	06/26/2015	Class A Common Stock	35,000
Employee Stock Option (right to buy)	\$ 5	03/05/2012	D			20,000	⁽²⁾	09/14/2013	Class A Common Stock	20,000
Employee Stock Option (right to buy)	\$ 5	03/05/2012	A		20,000		⁽²⁾	09/14/2015	Class A Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JACKSON JOHN R 833 WEST SOUTH BOULDER ROAD LOUISVILLE, CO 80027-2452	Secretary & VP Corp Dev

Signatures

Thomas R. Stephens Attorney-in-Fact for John R.
Jackson 04/10/2012

**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).

The two reported transactions involve the extension of the expiration date for an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 26, 2006, repriced on January 15, 2009, and provided for vesting of 2% per month for 50 months commencing on May 1, 2007.

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- The two reported transactions involve the extension of the expiration date for an outstanding option, resulting in the deemed cancellation
- (2) of the "old" option and the grant of a replacement option. The option was originally granted on September 14, 2006, repriced on January 15, 2009, and provided for vesting of 2% per month for 50 months commencing on August 1, 2007.

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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