

Clarke H MacGregor
Form 4
September 11, 2009

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 *
Clarke H MacGregor

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6075 LONGBOW DR., SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/10/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

BOULDER, CO 80301

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)
				(A) or (D)	Amount		
			Code	V	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 of 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	An or No of
			Code	V	(A)	(D)				
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			
	Director	10% Owner	Officer	Other
Clarke H MacGregor 6075 LONGBOW DR. SUITE 200 BOULDER, CO 80301	X		Chief Financial Officer	

Signatures

Lissie Stagg, Attorney in Fact 09/11/2009

__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.

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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.

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