

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 *
Wolfe J Michael

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)
6075 LONGBOW DR., SUITE 200
(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and CEO

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)	(A) or (D)	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	Price		
Common Stock	12/02/2016		M		32,307	A \$ 1.01	32,307	D
Common Stock	12/02/2016		M		67,801	A \$ 1.55	100,108	D
Common Stock	12/02/2016		M		68,983	A \$ 2.2	169,091	D
Common Stock	12/02/2016		S		8,420	D \$ 4.1814	160,671	D
Common Stock	12/05/2016		S		15,146	D \$ 3.8547	145,525	D

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Common Stock 12/05/2016 S 33,854 D \$ 3,5286 111,671 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock	\$ 1.01	12/02/2016		M	32,307	05/08/2013 02/28/2018	Common Stock 32,307
Common Stock	\$ 1.55	12/02/2016		M	67,801	11/20/2015 08/20/2020	Common Stock 67,801
Common Stock	\$ 2.2	12/02/2016		M	68,983	01/09/2014 10/31/2018	Common Stock 68,983

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolfe J Michael 6075 LONGBOW DR. SUITE 200 BOULDER, CO 80301			President and CEO	

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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