

POWERS LYNN  
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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POWERS LYNN**

(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  
☒ Officer (give title below) ☐ Other (specify  
below)  
**CEO**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V  | Amount   | (D)  | Price   |

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

**Persons who respond to the collection of  
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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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative Securities<br>Acquired (A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Am<br>Underlying Sec<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|

## Edgar Filing: POWERS LYNN - Form 4

| (Instr. 3)                                       | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)<br>Code | Disposed of (D)<br>(Instr. 3, 4, and 5) | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title                      | A<br>N<br>S |
|--|------------------------------------|------------------|--------------------|---|-----|-----|---------------------|--------------------|----------------------------|-------------|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 5.3                             | 03/05/2012       | D <sup>(1)</sup>   | 200,000                                 |     |     | <sup>(1)</sup>      | 03/31/2012         | Class A<br>Common<br>Stock | 2           |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 5.3                             | 03/05/2012       | A <sup>(1)</sup>   | 200,000                                 |     |     | <sup>(1)</sup>      | 03/31/2014         | Class A<br>Common<br>Stock | 2           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |              |         |       |
|---|---------------|--------------|---------|-------|
|   | Director      | 10%<br>Owner | Officer | Other |
| POWERS LYNN<br>833 WEST SOUTH BOULDER ROAD<br>LOUISVILLE, CO 80027-2452 | X             |              | CEO     |       |

## Signatures

Thomas R. Stephens Attorney-in-Fact for Lynn Powers 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).

(1) 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 November 20, 2003 and cancelled and replaced once on November 4, 2010 and then again on March 5, 2012, and provided for vesting of 2% per month for 50 months commencing on October 1, 2004.

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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