

PERKINS JERVIS B
Form 4
January 19, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PERKINS JERVIS B

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)
AEROGROW INTERNATIONAL,
INC., 6075 LONGBOW DR., SUITE
200

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2010

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

(Street)
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	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)

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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 A Underlying S (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 0.12	01/15/2010		D ⁽¹⁾			33,334	02/01/2008	02/01/2013	Common Stock
Stock Options	\$ 0.12	01/15/2010		A ⁽¹⁾		33,334		02/01/2008	02/01/2015	Common Stock
Stock Options	\$ 0.12	01/15/2010		D ⁽¹⁾			216,666	03/01/2008 ⁽³⁾	03/01/2013	Common Stock
Stock Options	\$ 0.12	01/15/2010		A ⁽¹⁾		216,666		03/01/2008 ⁽³⁾	02/01/2015	Common Stock
Stock Options	\$ 0.18	01/15/2010		D ⁽¹⁾			300,000	09/04/2009 ⁽⁴⁾	03/04/2014	Common Stock
Stock Options	\$ 0.18	01/15/2010		A ⁽¹⁾		300,000		09/04/2009 ⁽⁴⁾	02/01/2015	Common Stock
Stock Options	\$ 0.12	01/15/2010		D ⁽¹⁾			50,000	12/10/2009 ⁽⁵⁾	09/10/2014	Common Stock
Stock Options	\$ 0.12	01/15/2010		A ⁽¹⁾		50,000		12/10/2009 ⁽⁵⁾	02/01/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERKINS JERVIS B AEROGROW INTERNATIONAL, INC. 6075 LONGBOW DR., SUITE 200 BOULDER, CO 80301	X	X		

Signatures

Lissie Stagg, Attorney
in Fact 01/19/2010

__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. The option was amended to extend the expiration date to February 1, 2015.
- (2) The options were granted by the Board of Directors.

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- (3) The options vest on a 6 month basis over a period of 2 years: 43,334 on March 1, 2008, 43,333 on September 1, 2008, 43,333 on March 1, 2009, 43,333 on September 1, 2009, and 43,333 on March 1, 2010.
- (4) The 300,000 options were granted on March 4, 2009 and vest pro rata on a quarterly basis over 2 years.
- (5) The 50,000 options were granted on September 4, 2010 and vest pro rata on a quarterly basis over a period of 2 years.

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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