

PEIERLS E JEFFREY

Form 3

April 23, 2012

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

PEIERLS E JEFFREY

(Last) (First) (Middle)

73 SOUTH HOLMAN WAY

(Street)

GOLDEN, CO 80401

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

04/11/2012

3. Issuer Name and Ticker or Trading Symbol  
AeroGrow International, Inc. [AERO.PK]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

5,515,313

D

A

Common Stock

36,768,754

I

By The Peierls Foundation, Inc.

Common Stock

1,194,985

I

By the UD E.F. Peierls for B.E.  
Peierls

Common Stock

1,194,985

I

By the UD E.F. Peierls for E.J.  
Peierls

Common Stock

781,337

I

By the UD E.S. Peierls for E.F.  
Peierls et al

Common Stock

3,217,266

I

By the UD Ethel F. Peierls  
Charitable Lead Trust

Common Stock

1,516,712

I

By the UD J.N. Peierls for B.E.  
Peierls

Common Stock

1,516,712

I

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			By the UD J.N. Peierls for E.J. Peierls
Common Stock	1,011,141	I	By the UW E.S. Peierls for BEP Art VI-Accum
Common Stock	689,415	I	By the UW E.S. Peierls for EJP Art VI-Accum
Common Stock	1,470,751	I	By the UW J.N. Peierls E.J. Peierls
Common Stock	1,470,751	I	By the UW J.N. Peierls for B.E. Peierls

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants (right to buy)	Â <u>(12)</u>	05/06/2015	Common Stock	1,200,000	\$ 0.07	D	Â
Warrants (right to buy)	Â <u>(12)</u>	05/06/2015	Common Stock	8,000,000 <u>(1)</u>	\$ 0.07	I	By The Peierls Foundation, Inc.
Warrants (right to buy)	Â <u>(12)</u>	05/06/2015	Common Stock	170,000 <u>(2)</u>	\$ 0.07	I	By the UD E.S. Peierls for E.F. Peierls et al
Warrants (right to buy)	Â <u>(12)</u>	05/06/2015	Common Stock	260,000 <u>(3)</u>	\$ 0.07	I	By the UD E.F. Peierls for B.E. Peierls
Warrants (right to buy)	Â <u>(12)</u>	05/06/2015	Common Stock	260,000 <u>(4)</u>	\$ 0.07	I	By the UD E.F. Peierls for E.J. Peierls
Warrants (right to buy)	Â <u>(12)</u>	05/06/2015	Common Stock	220,000 <u>(5)</u>	\$ 0.07	I	By the UW E.S. Peierls for BEP Art VI-Accum
Warrants (right to buy)	Â <u>(12)</u>	05/06/2015	Common Stock	150,000 <u>(6)</u>	\$ 0.07	I	By the UW E.S. Peierls for EJP

Warrants (right to buy)	Â <u>(12)</u>	05/06/2015	Common Stock	320,000 <u>(7)</u>	\$ 0.07	I	Art VI-Accum By the UW J.N. Peierls for B.E. Peierls
Warrants (right to buy)	Â <u>(12)</u>	05/06/2015	Common Stock	320,000 <u>(8)</u>	\$ 0.07	I	By the UW J.N. Peierls E.J. Peierls
Warrants (right to buy)	Â <u>(12)</u>	05/06/2015	Common Stock	330,000 <u>(9)</u>	\$ 0.07	I	By the UD J.N. Peierls for B.E. Peierls
Warrants (right to buy)	Â <u>(12)</u>	05/06/2015	Common Stock	330,000 <u>(10)</u>	\$ 0.07	I	By the UD J.N. Peierls E.J. Peierls
Warrants (right to buy)	Â <u>(12)</u>	05/06/2015	Common Stock	700,000 <u>(11)</u>	\$ 0.07	I	By the UD Ethel F. Peierls Charitable Lead Trust

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEIERLS E JEFFREY 73 SOUTH HOLMAN WAY GOLDEN,Â COÂ 80401	Â	Â X	Â	Â

## Signatures

/s/ E. Jeffrey  
Peierls

04/23/2012

          Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Mr. Peierls is President and a Director of The Peierls Foundation, Inc. ("Foundation") and may be deemed to indirectly own the securities owned by the Foundation.
- (2) Mr. Peierls is a Co-Trustee of the E.F. Peierls et al Trust ("Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (3) Mr. Peierls is a Co-Trustee of the UD E.F. Peierls for B.E. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (4) Mr. Peierls is a Co-Trustee of the UD E.F. Peierls for E.J. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (5) Mr. Peierls is a Co-Trustee of the UW E.S. Peierls for BEP Art VI-Accum Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (6) Mr. Peierls is a Co-Trustee of the UW E.S. Peierls for EJP Art VI-Accum Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.

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- (7) Mr. Peierls is a Co-Trustee of the UW J.N. Peierls for B.E. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (8) Mr. Peierls is a Co-Trustee of the UW J.N. Peierls E.J. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (9) Mr. Peierls is a Co-Trustee of the UD J.N.. Peierls for B.E. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (10) Mr. Peierls is a Co-Trustee of the UD J.N. Peierls E.J. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (11) Mr. Peierls is a Co-Trustee of the U.D. Ethel F. Peierls Charitable Lead Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (12) The Warrants are exercisable immediately.

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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