

ELIOT ROSE ASSET MANAGEMENT LLC  
Form SC 13G  
February 17, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
(Amendment No.2)

Under the Securities Exchange Act of 1934

AeroGrow International, Inc.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

00768M 10 3  
(CUSIP Number)

December 31, 2008  
(Date of Event which Requires  
Filing of this Statement)

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out or a  
reporting person's initial filing on this form with respect  
to the subject class of securities, and for any subsequent  
amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required in the remainder of this cover page  
shall not be deemed to be "filed" for the purpose of Section  
18 of the Securities Exchange Act of 1934 ("Act") or  
otherwise subject to the liabilities of that section of the  
Act but shall be subject to all other provisions of the Act  
(however, see the Notes).

CUSIP No. 00768M 10 3    SCHEDULE 13G    Page 2 of 6

- 1        Name of Reporting Person            Eliot Rose Asset Management, LLC  
          IRS Identification No. of Above Person    04-3649045
  
- 2        Check the Appropriate Box if a Member of a Group  
  (a)            [ ]  
  (b)            [ ]
  
- 3        SEC USE ONLY

Edgar Filing: ELIOT ROSE ASSET MANAGEMENT LLC - Form SC 13G

4 Citizenship or Place of Organization

Rhode Island

5 Sole Voting Power

551,635

NUMBER OF SHARES 6 Shared Voting Power

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

7 Sole Dispositive Power

551,635

8 Shared Dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by each Reporting Person

551,635

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* [ ]

11 Percent of Class Represented by Amount in Row 9

4.5%

12 Type of Reporting Person\*

OO, IA

CUSIP No. 00768M 10 3 SCHEDULE 13G Page 3 of 6

1 Name of Reporting Person Gary S. Siperstein  
IRS Identification No. of Above Person

2 Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 Citizenship or Place of Organization

United States

5 Sole Voting Power

-0-

NUMBER OF SHARES 6 Shared Voting Power

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

Edgar Filing: ELIOT ROSE ASSET MANAGEMENT LLC - Form SC 13G

OWNED BY EACH  
REPORTING           7           Sole Dispositive Power  
PERSON WITH  
  551,635  
                  8           Shared Dispositive Power

-0-

9           Aggregate Amount Beneficially Owned by each Reporting  
Person

551,635

10          Check Box if the Aggregate Amount in Row (9) Excludes  
Certain Shares\*           [ ]

11          Percent of Class Represented by Amount in Row 9

4.5%

12          Type of Reporting Person\*

IN

CUSIP No. 00768M 10 3   SCHEDULE 13G   Page 4 of 6

Item 1(a).       Name of Issuer.

AeroGrow International, Inc.

Item 1(b).       Address of Issuer's Principal Executive Offices.

6075 Longbow Drive, Suite 200, Boulder, CO 80301

Item 2(a).       Names of Persons Filing.

Eliot Rose Asset Management, LLC and Gary S. Siperstein.

Item 2(b).       Address of Principal Business Office or, if none,  
Residence.

The office address for Eliot Rose Asset Management, LLC  
and Gary S. Siperstein is 10 Weybosset Street, Suite 401,  
Providence, RI 02903

Item 2(c).       Citizenship.

Eliot Rose Asset Management, LLC is a Rhode Island  
limited liability company, Gary S. Siperstein is a United  
States citizen.

Item 2(d).       Title of Class of Securities.

Common Stock, par value \$0.001 per share

Item 2(e).       CUSIP Number.

00768M 10 3

Edgar Filing: ELIOT ROSE ASSET MANAGEMENT LLC - Form SC 13G

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)  Investment company registered under section 8 of the Investment Company act of 1940 (15 U.S.C. 80a-8).

(e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).

CUSIP No. 00768M 10 3 SCHEDULE 13G Page 5 of 6

(f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).

(g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G) (with respect to Gary Siperstein only).

(h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company act of 1940 (15 U.S.C. 80a-3).

(j)  Group, in accordance with 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Section 240.13d-1(c), check this box

Item 4. Ownership.

Reference is made hereby made to Items 5-9 and 11 of page two (2) and three (3) of this Schedule 13G, which Items are incorporated by reference herein.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Aplicable.

Item 7. Identification and Classification of the

Edgar Filing: ELIOT ROSE ASSET MANAGEMENT LLC - Form SC 13G

Subsidiary which Acquired the Security Being Reported on by  
the Parent Holding Company.

Not applicable.

CUSIP No. 00768M 10 3 SCHEDULE 13G Page 6 of 6

Item 8. Identification and Classification of Members of  
the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below, Eliot Rose Asset Management, LLC and  
Gary S. Siperstein certify that, to the best of their  
knowledge and belief, the securities referred to above on  
page two (2) and three (3), respectively, of this Schedule  
13G were acquired and are held in the ordinary course of  
business and were not acquired and are not held for the  
purpose of or with the effect of changing or influencing the  
control of the issuer of the securities and were not acquired  
and are not held in connection with or as a participant in  
any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge  
and belief, I certify that the information set forth in this  
statement is true, complete and correct.

DATED: February 11, 2009

Eliot Rose Asset Management, LLC

/s/ Gary S. Siperstein

\_\_\_\_\_  
By: Gary S. Siperstein  
its: Managing Member

Gary S. Siperstein

/s/ Gary S. Siperstein

\_\_\_\_\_  
By: Gary S. Siperstein

Attention: Intentional misstatements or omissions of fact  
constitute Federal criminal violations (See 18 U.S.C. 1001)