AeroGrow International, Inc.

Form 4

December 04, 2015

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

OMB

OMB APPROVAL

Number: Expires:

3235-0287 January 31,

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5

Form 5 obligations may continue.

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

response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Harding Wayne Edward III

6075 LONGBOW DRIVE STE 200

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

AeroGrow International, Inc.

5. Relationship of Reporting Person(s) to Issuer

[AERO]

(Middle)

(Zip)

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year)

12/03/2015

Filed(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

below)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line)

(2)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BOULDER, CO 80301

(City)

Stock

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	12/03/2015	P	7,000	A		27,150	D	
Common	12/04/2015	P	2,500	A	\$ 1.18	29,650	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security or (Instr. 3) Pri		or Exercise Price of Derivative Security	(Monda, Day, Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) ive es d		Underlying Securities (Instr. 3 and 4	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Harding Wayne Edward III 6075 LONGBOW DRIVE STE 200 X BOULDER, CO 80301

Signatures

Jake Wright, Attorney 12/04/2015 in Fact

**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) Seven thousand shares of common stock were purchased at \$1.23.
- (2) Two thousand five hundred shares of common stock were purchased at \$1.18.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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