

AeroGrow International, Inc.
Form 3/A
June 28, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Walker jack jonas
(Last) (First) (Middle)

1270 OLD TALE ROAD
(Street)

BOULDER, CO 80303
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/24/2006

3. Issuer Name and Ticker or Trading Symbol
AeroGrow International, Inc. [AERO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. If Amendment, Date Original Filed(Month/Day/Year)

06/06/2006

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 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

30,000

D

A

Common Stock

3,031

I

Owned by Spouse ⁽¹⁾

Common Stock

76,122

I

Owned by corporation ⁽²⁾

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

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Warrants	09/12/2005	09/30/2010	Common Stock	24,000	\$ 5	D	Â
Convertible Note	09/12/2005	12/31/2006	Common Stock	34,286	\$ 3.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
walker jack jonas 1270 OLD TALE ROAD BOULDER, CO 80303	Â X	Â	Â	Â

Signatures

Jack J. Walker 06/28/2007

**Signature of Date
Reporting Person

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) Pursuant to a prenuptial agreement, Mr. Walker does not have any beneficial interest or voting rights to shares owned by his spouse, Marsha S. Walker.
- (2) March Trade & Finance, Inc., a Panamanian company, is wholly owned by the Jack J. Walker (1984) Irrevocable Trust. He is not a beneficiary of the trust, and the trust is not a grantor trust.

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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