

Peierls Brian E
Form 4
June 04, 2012

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Peierls Brian E

2. Issuer Name **and** Ticker or Trading
Symbol
AeroGrow International, Inc.
[AERO.PK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
7808 HARVESTMAN COVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2012

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

AUSTIN, TX 78731

(City) (State) (Zip)

4. 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 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	(A) or (D)	Price	
Common Stock ⁽¹⁾	05/31/2012		C		3,000,000	A	\$ 0.01	8,515,313 D
Common Stock ⁽¹⁾	05/31/2012		C		20,000,000	A	\$ 0.01	56,768,754 ⁽²⁾ I By The Peierls Foundation, Inc.
Common Stock ⁽¹⁾	05/31/2012		C		1,750,000	A	\$ 0.01	4,967,266 ⁽³⁾ I By the UD Ethel F. Peierls Charitable Lead Trust

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Common Stock ⁽¹⁾	05/31/2012	C	550,000	A	\$ 0.01	1,561,141 ⁽⁴⁾	I	By the UW E.S. Peierls for BEP Art VI-Accum
Common Stock ⁽¹⁾	05/31/2012	C	375,000	A	\$ 0.01	1,064,415 ⁽⁵⁾	I	By the UW E.S. Peierls for EJP Art VI-Accum
Common Stock ⁽¹⁾	05/31/2012	C	450,000	A	\$ 0.01	1,277,297 ⁽⁶⁾	I	By The Peierls By-Pass Trust

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)

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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Common Stock Warrant	\$ 0.01	05/31/2012		C	3,000,000	05/06/2010 05/06/2015	Common Stock 3,000,000
Common Stock Warrant	\$ 0.01	05/31/2012		C	20,000,000	05/06/2010 05/06/2015	Common Stock 20,000,000
Common Stock Warrant	\$ 0.01	05/31/2012		C	1,750,000	05/06/2010 05/06/2015	Common Stock 1,750,000
Common Stock Warrant	\$ 0.01	05/31/2012		C	550,000	05/06/2010 05/06/2015	Common Stock 550,000
	\$ 0.01	05/31/2012		C	375,000	05/06/2010 05/06/2015	375,000

Common
Stock
Warrant

Common
Stock

Common Stock Warrant	\$ 0.01	05/31/2012	C	450,000	05/06/2010	05/06/2015	Common Stock	43
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Peierls Brian E 7808 HARVESTMAN COVE AUSTIN, TX 78731			X	

Signatures

/s/ Brian E.
Peierls

06/04/2012

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).

Warrants exercised pursuant to a temporary exercise price reset to \$0.01 per share made available to all of the Issuer's warrant holders through May 31, 2012, as described in the Issuer's Form 8-K filed with the Securities and Exchange Commission on May 8, 2012.

- (1) Pursuant to the terms of the Issuer's temporary exercise price reset, investors holding specified classes of warrants were eligible to receive 1.5 new warrants for every warrant exercised during the temporary exercise period. The new warrants also had an exercise price of \$0.01 per share and an expiration date of May 31, 2012.
- (2) Mr. Peierls is Vice President and a Director of The Peierls Foundation, Inc. ("Foundation") and may be deemed to indirectly own the securities owned by the Foundation.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) Mr. Peierls is the Sole Trustee of the Peierls By-Pass Trust (the "Trust") and may be deemed to indirectly own the securities owned by the 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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