

Peierls Brian E
 Form 4
 September 17, 2012

FORM 4

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

OMB APPROVAL

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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

(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)
 09/13/2012

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ 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)
 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	09/13/2012		J		250,000	A	\$ 0 <u>(1)</u>	8,765,313	D	
Common Stock	09/13/2012		J		1,000,000	A	\$ 0 <u>(1)</u>	57,768,754 <u>(2)</u>	I	By The Peierls Foundation, Inc.
Common Stock	09/13/2012		J		500,000	A	\$ 0 <u>(1)</u>	5,467,266 <u>(3)</u>	I	By the UD Ethel F. Peierls Charitable Lead Trust

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