

AeroGrow International, Inc.
Form 4
August 07, 2014

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 *
SMG Growing Media, Inc.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

14111 SCOTTSLAWN ROAD

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(Street)

MARYSVILLE, OH 43041

(City) (State) (Zip)

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Shares	08/05/2014		J ⁽¹⁾		199,148	A	\$ 0 199,148	D
Common Shares	08/05/2014		J ⁽²⁾		123,907	A	\$ 0 323,055	D
Common Shares	08/05/2014		J ⁽³⁾		67,037	A	\$ 0 390,092	D

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

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number.

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMG Growing Media, Inc. 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041		X		
SCOTTS MIRACLE-GRO CO 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041		X		

Signatures

Kathy L. Uttley as attorney-in-fact for SMG Growing Media, Inc. 08/07/2014
 __Signature of Reporting Person Date

Kathy L. Uttley as attorney-in-fact for The Scotts Miracle-Gro Company 08/07/2014
 __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) SMG Growing Media, Inc. ("SMG") received 199,148 shares of the Issuer's common stock as a payment-in-kind dividend on 2,649,007 shares of the Issuer's Series B Convertible Preferred Stock ("Preferred Stock") owned at the time of the dividend payment date. SMG is the sole owner of all of the outstanding shares of Preferred Stock.
 - (2) SMG received 123,907 shares of the Issuer's common stock as a payment-in-kind royalty under a Technology License Agreement with the Issuer.
 - (3) SMG received 67,037 shares of the Issuer's common stock as a payment-in-kind fee under a Brand License Agreement with the Issuer.

Remarks:

These securities are owned directly by SMG Growing Media, Inc., which is a wholly-owned subsidiary of The Scotts Miracle-

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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