

Peierls Brian E
Form 3
April 23, 2012

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 *

Â Peierls Brian E

(Last) (First) (Middle)

7808 HARVESTMAN COVE

(Street)

AUSTIN,Â TXÂ 78731

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/11/2012

3. Issuer Name **and** Ticker or Trading Symbol

AeroGrow International, Inc. [AERO.PK]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 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

5,515,313

D

Â

Common Stock

36,768,754

I

By The Peierls Foundation, Inc.

Common Stock

3,217,266

I

By the UD Ethel F. Peierls Charitable Lead Trust

Common Stock

827,297

I

By The Peierls By-Pass Trust

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants (right to buy)	Â <u>(4)</u>	05/06/2015	Common Stock	120,000	\$ 0.07	D	Â
Warrants (right to buy)	Â <u>(4)</u>	05/06/2015	Common Stock	8,000,000 <u>(1)</u>	\$ 0.07	I	By The Peierls Foundation, Inc.
Warrants (right to buy)	Â <u>(4)</u>	05/06/2015	Common Stock	700,000 <u>(2)</u>	\$ 0.07	I	By the UD Ethel F. Peierls Charitable Lead Trust
Warrants (right to buy)	Â <u>(4)</u>	05/06/2015	Common Stock	180,000 <u>(3)</u>	\$ 0.07	I	By The Peierls By-Pass Trust

Reporting Owners

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

Signatures

/s/ Brian E.
Peierls

04/23/2012

^{__}Signature of
Reporting Person

Date

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) 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.
- (2) 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.
- (3) Mr. Peierls is a Trustee of The Peierls By-Pass Trust.
- (4) The Warrants are exercisable immediately.

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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