AeroGrow International, Inc.
Form 3
March 06, 2006

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 walker jack jonas
(Last) (First) (Middle)

1270 OLD TALE ROAD
(Street)

BOULDER,Â COÂ 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)
__X__ Director
_____ 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	15,600	D	Â
Convertible Note	$ 120,000	D	Â

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)

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrant	03/06/2006	12/31/2006	common stock	32,286	$ 0	D	Â
Warrant	12/31/2006	12/31/2010	common stock	24,000	$ 0	D	Â

Reporting Owners

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

Signatures

Walker Jack Jonas	03/06/2006
**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).

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Remarks:

PursuantÂ toÂ aÂ prenuptialÂ agreementÂ IÂ doÂ notÂ haveÂ anyÂ beneficialÂ interestÂ orÂ votingÂ rightsÂ toÂ sharesÂ
MarchÂ TradeÂ &Â FinanceÂ Inc,Â aÂ PanamanianÂ company,Â isÂ whollyÂ ownedÂ byÂ theÂ JackÂ J.Â WalkerÂ (198

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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