

HAGEDORN JAMES
Form 4
October 13, 2011

FORM 4

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

OMB APPROVAL

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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 *
HAGEDORN JAMES

2. Issuer Name and Ticker or Trading Symbol
SCOTTS MIRACLE-GRO CO [SMG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

C/O THE SCOTTS MIRACLE-GRO COMPANY, 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
 Form filed by More than One Reporting Person

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)
				(A) or (D)	Price		
Common Shares	10/11/2011		S(1)	1,436 D	\$ 44.69	216,104.905	D
Common Shares	10/11/2011		S(1)	100 D	\$ 44.695	216,004.905	D
Common Shares	10/11/2011		S(1)	428 D	\$ 44.7	215,576.905	D
Common Shares	10/11/2011		S(1)	310 D	\$ 44.71	215,266.905	D
	10/11/2011		S(1)	210 D	\$ 44.72	215,056.905	D

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Common Shares								
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	900	D	\$ 44.73	214,156.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	244	D	\$ 44.74	213,912.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	6,677	D	\$ 44.75	207,235.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	4,565	D	\$ 44.76	202,670.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	4,625	D	\$ 44.77	198,045.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	3	D	\$ 44.775	198,042.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	4,181	D	\$ 44.78	193,861.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	4,149	D	\$ 44.79	189,712.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	7,830	D	\$ 44.8	181,882.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	7,815	D	\$ 44.81	174,067.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	4,871	D	\$ 44.82	169,196.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	3,720	D	\$ 44.83	165,476.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	4,007	D	\$ 44.84	161,469.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	200	D	\$ 44.845	161,269.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	3,317	D	\$ 44.85	157,952.905	D	
Common Shares	10/11/2011	<u>S⁽¹⁾</u>	2,534	D	\$ 44.86	155,418.905	D	
Common Shares						32,038.28	I	By 401(K) Plan
Common Shares						2,779,554	I	HPLP ⁽²⁾
Common Shares						4,488.2311	I	By DSPP

Remarks:

Form 2 of 3

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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