HAGEDORN JAMES

Form 4

October 13, 2011

FORM 4

if no longer

Section 16.

Form 4 or

obligations

Form 5

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box 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

may continue. See Instruction 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * **HAGEDORN JAMES**

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO

[SMG]

(Month/Day/Year)

10/11/2011

3. Date of Earliest Transaction

X__ 10% Owner X_ Officer (give title _ Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

below)

X Director

Issuer

Chairman and CEO

5. Relationship of Reporting Person(s) to

(Check all applicable)

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN ROAD

(First)

(Middle)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

MARYSVILLE, OH 43041

(City)	(State)	(Zip) Tabl	le I - Non-	Derivative	e Secu	rities Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	or(A) or D (Instr. 3,	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	10/11/2011		S(1)	1,436	D		216,104.905	D	
Common Shares	10/11/2011		S <u>(1)</u>	100	D	\$ 44.695	216,004.905	D	
Common Shares	10/11/2011		S <u>(1)</u>	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	

Edgar Filing: HAGEDORN JAMES - Form 4

Common Shares								
Common Shares	10/11/2011	S(1)	900	D	\$ 44.73	214,156.905	D	
Common Shares	10/11/2011	S(1)	244	D	\$ 44.74	213,912.905	D	
Common Shares	10/11/2011	S(1)	6,677	D	\$ 44.75	207,235.905	D	
Common Shares	10/11/2011	S(1)	4,565	D	\$ 44.76	202,670.905	D	
Common Shares	10/11/2011	S(1)	4,625	D	\$ 44.77	198,045.905	D	
Common Shares	10/11/2011	S(1)	3	D	\$ 44.775	198,042.905	D	
Common Shares	10/11/2011	S(1)	4,181	D	\$ 44.78	193,861.905	D	
Common Shares	10/11/2011	S(1)	4,149	D	\$ 44.79	189,712.905	D	
Common Shares	10/11/2011	S(1)	7,830	D	\$ 44.8	181,882.905	D	
Common Shares	10/11/2011	S(1)	7,815	D	\$ 44.81	174,067.905	D	
Common Shares	10/11/2011	S(1)	4,871	D	\$ 44.82	169,196.905	D	
Common Shares	10/11/2011	S(1)	3,720	D	\$ 44.83	165,476.905	D	
Common Shares	10/11/2011	S(1)	4,007	D	\$ 44.84	161,469.905	D	
Common Shares	10/11/2011	S(1)	200	D	\$ 44.845	161,269.905	D	
Common Shares	10/11/2011	S(1)	3,317	D	\$ 44.85	157,952.905	D	
Common Shares	10/11/2011	S(1)	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

Edgar Filing: HAGEDORN JAMES - Form 4

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

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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctio	rNumber	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative					Securities			(Instr.	. 3 and 4)	
	Security					Acquired					
	·					(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						i, una 5)					
										Amount	
							Date	Expiration		or	
							Exercisable Date	Title	Title Number		
								Date		of	
				Code	V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HAGEDORN JAMES C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X	X	Chairman and CEO				

Signatures

Kathy L. Uttley as attorney-in-fact for James
Hagedorn
10/13/2011

**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) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 18, 2011.
 - Pursuant to Exchange Act Rule 16a-1(a)(1), the reporting person may be deemed, solely for purposes of determining whether he is a beneficial owner of more than 10% of the common shares of the Issuer ("Common Shares"), to be the beneficial owner of the securities of
- (2) the Issuer that are held by Hagedorn Partnership, L.P., a Delaware limited partnership in which the reporting person is a general partner (the "Partnership"). Represents the aggregate proportionate interest of the reporting person and those family members in whose holdings he may be deemed to have a pecuniary interest, in Common Shares held by the Partnership.

Reporting Owners 3

Edgar Filing: HAGEDORN JAMES - Form 4

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