NORTON PATRICK J
Form 4
September 14, 2009

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
NORTON PATRICK J

(Last) (First) (Middle)

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

(Street)

MARYSVILLE, OH 43041

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/10/2009

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	09/10/2009		M		27,179	A	$ 16.8	129,679	D	
Common Shares	09/10/2009		S		400	D	$ 42.9	129,279	D	
Common Shares	09/10/2009		S		500	D	$ 42.89	128,779	D	
Common Shares	09/10/2009		S		291	D	$ 42.87	128,488	D	
	09/10/2009		S		6,769	D	$ 42.95	121,719	D	

Common Shares							
Common Shares	09/10/2009	S	100	D	$ 42.92	121,619	D
Common Shares	09/10/2009	S	500	D	$ 42.94	121,119	D
Common Shares	09/10/2009	S	3,411	D	$ 42.96	117,708	D
Common Shares	09/10/2009	S	437	D	$ 42.97	117,271	D
Common Shares	09/10/2009	S	800	D	$ 42.975	116,471	D
Common Shares	09/10/2009	S	400	D	$ 42.98	116,071	D
Common Shares	09/10/2009	S	400	D	$ 42.93	115,671	D
Common Shares	09/10/2009	S	1,700	D	$ 43.1	113,971	D
Common Shares	09/10/2009	S	1,671	D	$ 43.01	112,300	D
Common Shares	09/10/2009	S	500	D	$ 43.18	111,800	D
Common Shares	09/10/2009	S	300	D	$ 43.19	111,500	D
Common Shares	09/10/2009	S	300	D	$ 43.16	111,200	D
Common Shares	09/10/2009	S	7,800	D	$ 43.09	103,400	D
Common Shares	09/10/2009	S	900	D	$ 43.08	102,500	D

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

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SEC 1474 (9-02)

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)							
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	$ 16.8	09/10/2009		M			27,179	10/23/2004	10/21/2011	Common Shares	27,179

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORTON PATRICK J C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X			

Signatures

Kathy L. Uttley as attorney-in-fact for Patrick J. Norton	09/14/2009
**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).

Remarks:

Form 1 of 2

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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