

Evans David C
Form 4
February 21, 2012

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Evans David C

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
__X__ Officer (give title ____ Other (specify
below) below)
CFO EVP Strategy Bus Dev

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

4. 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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Shares	02/16/2012		S		630	D	\$ 47.43	41,287.007	D
Common Shares	02/16/2012		S		116	D	\$ 47.42	41,171.007	D
Common Shares	02/16/2012		S		24	D	\$ 47.47	41,147.007	D
Common Shares	02/16/2012		S		260	D	\$ 47.46	40,887.007	D
	02/16/2012		S		100	D	\$ 47.45	40,787.007	D

Edgar Filing: Evans David C - Form 4

Common
Shares

Common Shares	02/16/2012	M	35,000	A	\$ 21.65	75,787.007	D
Common Shares	02/16/2012	S ⁽¹⁾	14,519	D	\$ 47.75	61,268.007	D
Common Shares	02/16/2012	S ⁽¹⁾	100	D	\$ 47.74	61,168.007	D
Common Shares	02/16/2012	S ⁽¹⁾	3,620	D	\$ 47.71	57,548.007	D
Common Shares	02/16/2012	S ⁽¹⁾	8,780	D	\$ 47.7	48,768.007	D
Common Shares	02/16/2012	S ⁽¹⁾	3,000	D	\$ 47.65	45,768.007	D
Common Shares	02/16/2012	S ⁽¹⁾	1,520	D	\$ 47.76	44,248.007	D
Common Shares	02/16/2012	S ⁽¹⁾	100	D	\$ 47.7525	44,148.007	D
Common Shares	02/16/2012	S ⁽¹⁾	3,161	D	\$ 47.85	40,987.007	D
Common Shares	02/16/2012	S ⁽¹⁾	200	D	\$ 47.86	40,787.007	D

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)

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 Derivative Security	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) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 21.65	02/16/2012		M		35,000		10/08/2011	10/05/2018	Common Shares	35,000

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans David C C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTS LAWN ROAD MARYSVILLE, OH 43041			CFO EVP Strategy Bus Dev	

Signatures

Kathy L. Uttley as attorney-in-fact for David C.
Evans 02/21/2012

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 December 15, 2011.

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.