

Evans David C
Form 4
August 25, 2010

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)
EVP and CFO

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Shares	08/23/2010		M		23,795	A \$ 29.01	79,766.923 D
Common Shares	08/23/2010		S		200	D \$ 49.2	79,566.923 D
Common Shares	08/23/2010		S		200	D \$ 49.17	79,366.923 D
Common Shares	08/23/2010		S		200	D \$ 49.16	79,166.923 D
	08/23/2010		S		100	D	79,066.923 D

Edgar Filing: Evans David C - Form 4

Common Shares					\$ 49.153		
Common Shares	08/23/2010	S	100	D	\$ 49.14	78,966.923	D
Common Shares	08/23/2010	S	700	D	\$ 49.08	78,266.923	D
Common Shares	08/23/2010	S	400	D	\$ 49.07	77,866.923	D
Common Shares	08/23/2010	S	1,100	D	\$ 49.1	76,766.923	D
Common Shares	08/23/2010	S	1	D	\$ 49.23	76,765.923	D
Common Shares	08/23/2010	S	900	D	\$ 49.11	75,865.923	D
Common Shares	08/23/2010	S	125	D	\$ 49.09	75,740.923	D
Common Shares	08/23/2010	S	2,400	D	\$ 49.06	73,340.923	D
Common Shares	08/23/2010	S	3,400	D	\$ 49.05	69,940.923	D
Common Shares	08/23/2010	S	4,200	D	\$ 49.04	65,740.923	D
Common Shares	08/23/2010	S	2,508	D	\$ 49.03	63,232.923	D
Common Shares	08/23/2010	S	3,200	D	\$ 49.02	60,032.923	D
Common Shares	08/23/2010	S	2,418	D	\$ 49.01	57,614.923	D
Common Shares	08/23/2010	S	4,643	D	\$ 49	52,971.923	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	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)
--	------------------------------------	--------------------------------------	--	--------------------------------	---	--	---

Edgar Filing: Evans David C - Form 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)	\$ 29.01	08/23/2010	M			23,795	12/01/2007	12/01/2014	Common Shares	23,795

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	EVP and CFO

Signatures

Kathy L. Uttley as attorney-in-fact for David C. Evans	08/25/2010
**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).

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.