#### **HAGEDORN JAMES**

Form 4

November 09, 2010

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

**SECURITIES** 

OMB Number:

3235-0287

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

Estimated average

burden hours per

response...

Expires:

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \*

**HAGEDORN JAMES** 

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO

[SMG]

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

\_X\_ Director X\_ Officer (give title

X\_\_ 10% Owner \_ Other (specify

11/08/2010

below)

Chairman and CEO

5. Relationship of Reporting Person(s) to

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

(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) Table	e I - Non-D	erivative	Secur	rities Acqui	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			d of (D) 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)
Common Shares	11/08/2010		Code V $S_{(1)}^{(1)}$	Amount 700	(D)	Price \$ 51.16	74,911.947	D	
Common Shares	11/08/2010		S <u>(1)</u>	100	D	\$ 51.155	74,811.947	D	
Common Shares	11/08/2010		S <u>(1)</u>	800	D	\$ 51.15	74,011.947	D	
Common Shares	11/08/2010		S <u>(1)</u>	100	D	\$ 51.14	73,911.947	D	
	11/08/2010		S(1)	600	D	\$ 51.13	73,311.947	D	

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Common Shares								
Common Shares	11/08/2010	S <u>(1)</u>	500	D	\$ 51.12	72,811.947	D	
Common Shares	11/08/2010	S <u>(1)</u>	1,000	D	\$ 51.11	71,811.947	D	
Common Shares	11/08/2010	S(1)	300	D	\$ 51.1	71,511.947	D	
Common Shares	11/08/2010	S <u>(1)</u>	200	D	\$ 51.09	71,311.947	D	
Common Shares	11/08/2010	S <u>(1)</u>	400	D	\$ 51.08	70,911.947	D	
Common Shares	11/08/2010	S <u>(1)</u>	500	D	\$ 51.07	70,411.947	D	
Common Shares	11/08/2010	S <u>(1)</u>	406	D	\$ 51.06	70,005.947	D	
Common Shares	11/08/2010	S(1)	600	D	\$ 51.05	69,405.947	D	
Common Shares	11/08/2010	S <u>(1)</u>	594	D	\$ 51.04	68,811.947	D	
Common Shares	11/08/2010	S <u>(1)</u>	400	D	\$ 51.03	68,411.947	D	
Common Shares	11/08/2010	S <u>(1)</u>	600	D	\$ 51.02	67,811.947	D	
Common Shares	11/08/2010	S <u>(1)</u>	300	D	\$ 51.01	67,511.947	D	
Common Shares	11/08/2010	S(1)	100	D	\$ 51.008	67,411.947	D	
Common Shares	11/08/2010	S <u>(1)</u>	1,900	D	\$ 51	65,511.947	D	
Common Shares						30,690.846	I	By 401(K) Plan
Common Shares						3,145,414	I	HPLP (2)
Common Shares						3,955.8002	I	By DSPP

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

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SEC 1474 (9-02)

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative		•		Securities			(Instr.	3 and 4)		(
	Security				Acquired			`			]
	J				(A) or						]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Number				
						Lacicisabic	icisuote Bute		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	11/0	09/2010					

# **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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 September 16, 2010.

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

Date

(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.

#### **Remarks:**

Form 2 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. 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.

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