

HAGEDORN JAMES
Form 4
November 09, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAGEDORN JAMES

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
 Officer (give title below) Other (specify below)
Chairman and CEO

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 4)
				(A) or (D)	Price		
Common Shares	11/08/2010		S ⁽¹⁾	700 D	\$ 51.16	74,911.947	D
Common Shares	11/08/2010		S ⁽¹⁾	100 D	\$ 51.155	74,811.947	D
Common Shares	11/08/2010		S ⁽¹⁾	800 D	\$ 51.15	74,011.947	D
Common Shares	11/08/2010		S ⁽¹⁾	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	<u>S⁽¹⁾</u>	500	D	\$ 51.12	72,811.947	D		
Common Shares	11/08/2010	<u>S⁽¹⁾</u>	1,000	D	\$ 51.11	71,811.947	D		
Common Shares	11/08/2010	<u>S⁽¹⁾</u>	300	D	\$ 51.1	71,511.947	D		
Common Shares	11/08/2010	<u>S⁽¹⁾</u>	200	D	\$ 51.09	71,311.947	D		
Common Shares	11/08/2010	<u>S⁽¹⁾</u>	400	D	\$ 51.08	70,911.947	D		
Common Shares	11/08/2010	<u>S⁽¹⁾</u>	500	D	\$ 51.07	70,411.947	D		
Common Shares	11/08/2010	<u>S⁽¹⁾</u>	406	D	\$ 51.06	70,005.947	D		
Common Shares	11/08/2010	<u>S⁽¹⁾</u>	600	D	\$ 51.05	69,405.947	D		
Common Shares	11/08/2010	<u>S⁽¹⁾</u>	594	D	\$ 51.04	68,811.947	D		
Common Shares	11/08/2010	<u>S⁽¹⁾</u>	400	D	\$ 51.03	68,411.947	D		
Common Shares	11/08/2010	<u>S⁽¹⁾</u>	600	D	\$ 51.02	67,811.947	D		
Common Shares	11/08/2010	<u>S⁽¹⁾</u>	300	D	\$ 51.01	67,511.947	D		
Common Shares	11/08/2010	<u>S⁽¹⁾</u>	100	D	\$ 51.008	67,411.947	D		
Common Shares	11/08/2010	<u>S⁽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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