Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

Form 4	RACLE-GRO C	0									
March 13, 2012 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). MITED 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								N OMB Number: Expires: Estimated a burden hou response	Number:3235-0287Expires:January 31, 2005Estimated average burden hours per response0.5		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> SHIELY JOHN S			2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(First) (1 COTTS MIRACI 14111 SCOTTS		3. Date of (Month/Da 03/09/20	-	nsaction		X Director Officer (give below)		6 Owner er (specify		
	Filed(Mo				endment, Date Original onth/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 			
	LE, OH 43041	(7 .)					Person		8		
(City)	(State)	(Zip)					quired, Disposed o		-		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4)	(A) or of (D)	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					mount	(2) 1100	2,000	D			
Reminder: Repo	rt on a separate line	for each cla	ass of secur	ities benefic	cially owne	ed 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.

 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. Transacti Code (Instr. 8)	of	Expira (Montl ive es id id	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
				Code V	(A) (E	Date Exerci	sable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	(1)	03/09/2012		А	17	<u>(</u>	1)	(1)	Common Shares	17	\$ 48.44
Deferred Stock Units	(1)	03/09/2012		А	20	<u>(</u>	1)	(1)	Common Shares	20	\$ 48.44
Deferred Stock Units	(1)	03/09/2012		А	20	<u>(</u>	<u>1)</u>	(1)	Common Shares	20	\$ 48.44
Deferred Stock Units	(1)	03/09/2012		А	15	<u>(</u>	<u>1)</u>	(1)	Common Shares	15	\$ 48.44
Deferred Stock Units	(1)	03/09/2012		А	16	(1)	(1)	Common Shares	16	\$ 48.44

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SHIELY JOHN S C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	Х					
Signatures						
Kathy L. Uttley as attorney-in-fact for John S. Shiely	03	3/13/2012				
<u>**</u> 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) Additional deferred stock units received pursuant to dividend equivalents as a result of dividends paid with respect to the common shares of The Scotts Miracle-Gro Company underlying deferred stock units already held.

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.