

HAGEDORN JAMES  
Form 4  
October 13, 2011

**FORM 4**

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

OMB APPROVAL

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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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	10/11/2011		S <sup>(1)</sup>		2,315	D	\$ 44.87 153,103.905 D
Common Shares	10/11/2011		S <sup>(1)</sup>		2,215	D	\$ 44.8742 150,888.905 D
Common Shares	10/11/2011		S <sup>(1)</sup>		856	D	\$ 44.88 150,032.905 D
Common Shares	10/11/2011		S <sup>(1)</sup>		4,100	D	\$ 44.885 145,932.905 D
	10/11/2011		S <sup>(1)</sup>		3,825	D	\$ 44.89 142,107.905 D

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Common Shares								
Common Shares	10/11/2011	<u>S(1)</u>	2,000	D	\$ 44.895	140,107.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	6,818	D	\$ 44.9	133,289.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	2,100	D	\$ 44.905	131,189.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	5,492	D	\$ 44.91	125,697.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	8,500	D	\$ 44.92	117,197.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	2,200	D	\$ 44.925	114,997.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	4,595	D	\$ 44.93	110,402.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	3,061	D	\$ 44.94	107,341.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	600	D	\$ 44.95	106,741.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	100	D	\$ 44.96	106,641.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	300	D	\$ 44.97	106,341.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	200	D	\$ 44.98	106,141.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	100	D	\$ 44.99	106,041.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	1,874	D	\$ 45.03	104,167.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	326	D	\$ 45.04	103,841.905	D	
Common Shares	10/11/2011	<u>S(1)</u>	100	D	\$ 45.05	103,741.905	D	
Common Shares						32,038.28	I	By 401(K) Plan
Common Shares						2,779,554	I	HPLP <sup>(2)</sup>
Common Shares						4,488.2311	I	By DSPP

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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**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 10/13/2011

\*\*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 May 18, 2011. 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 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 3 of 3

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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