

HAGEDORN JAMES
Form 4
August 24, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 SCOTTS LAWN 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)
			Code	V	Amount or Price		
Common Shares	08/22/2012		S		2,900 D \$ 43	246,977.694	D
Common Shares	08/22/2012		S		700 D \$ 43.05	246,277.694	D
Common Shares	08/22/2012		S		300 D \$ 43.04	245,977.694	D
Common Shares	08/22/2012		S		500 D \$ 43.03	245,477.694	D
	08/22/2012		S		100 D	245,377.694	D

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Common Shares					\$ 42.9736		
Common Shares	08/22/2012	S	874	D	\$ 42.97	244,503.694	D
Common Shares	08/22/2012	S	200	D	\$ 42.955	244,303.694	D
Common Shares	08/22/2012	S	100	D	\$ 42.98	244,203.694	D
Common Shares	08/22/2012	S	100	D	\$ 42.9201	244,103.694	D
Common Shares	08/22/2012	S	200	D	\$ 42.92	243,903.694	D
Common Shares	08/22/2012	S	526	D	\$ 42.96	243,377.694	D
Common Shares	08/22/2012	S	800	D	\$ 42.95	242,577.694	D
Common Shares	08/22/2012	S	200	D	\$ 42.9501	242,377.694	D
Common Shares	08/22/2012	S	74	D	\$ 42.935	242,303.694	D
Common Shares	08/22/2012	S	300	D	\$ 42.8767	242,003.694	D
Common Shares	08/22/2012	S	100	D	\$ 42.8506	241,903.694	D
Common Shares	08/22/2012	S	223	D	\$ 42.8869	241,680.694	D
Common Shares	08/22/2012	S	400	D	\$ 42.875	241,280.694	D
Common Shares	08/22/2012	S	200	D	\$ 42.8705	241,080.694	D
Common Shares	08/22/2012	S	1,200	D	\$ 42.905	239,880.694	D
Common Shares	08/22/2012	S	300	D	\$ 42.895	239,580.694	D
Common Shares	08/22/2012	S	400	D	\$ 42.9001	239,180.694	D
Common Shares	08/22/2012	S	200	D	\$ 42.8901	238,980.694	D
Common Shares	08/22/2012	S	2,268	D	\$ 42.89	236,712.694	D
	08/22/2012	S	2,100	D		234,612.694	D

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Common Shares					\$				
					42.8557				
Common Shares	08/22/2012		S	100	D	\$ 42.885	234,512.694	D	
Common Shares	08/22/2012		S	200	D	\$ 42.9038	234,312.694	D	

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

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SEC 1474
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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 Owned Following Reporting Transaction (Instr. 6)
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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 08/24/2012

__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).

Remarks:

Form 2 of 8

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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