

HAGEDORN JAMES  
Form 4  
December 07, 2009

**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 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 (A) or (D) Price			
Common Shares	12/03/2009		M	17,700 A \$ 16.8	95,727.212	D	
Common Shares	12/03/2009		S <sup>(1)</sup>	300 D \$ 40.3175	95,427.212	D	
Common Shares	12/03/2009		S <sup>(1)</sup>	600 D \$ 40.15	94,827.212	D	
Common Shares	12/03/2009		S <sup>(1)</sup>	500 D \$ 40.31	94,327.212	D	
	12/03/2009		S <sup>(1)</sup>	3,000 D \$ 40.32	91,327.212	D	

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Common Shares							
Common Shares	12/03/2009	S <sup>(1)</sup>	1,800	D	\$ 40.34	89,527.212	D
Common Shares	12/03/2009	S <sup>(1)</sup>	200	D	\$ 40.35	89,327.212	D
Common Shares	12/03/2009	S <sup>(1)</sup>	3,500	D	\$ 40.4	85,827.212	D
Common Shares	12/03/2009	S <sup>(1)</sup>	100	D	\$ 40.405	85,727.212	D
Common Shares	12/03/2009	S <sup>(1)</sup>	1,100	D	\$ 40.41	84,627.212	D
Common Shares	12/03/2009	S <sup>(1)</sup>	1,400	D	\$ 40.42	83,227.212	D
Common Shares	12/03/2009	S <sup>(1)</sup>	1,000	D	\$ 40.44	82,227.212	D
Common Shares	12/03/2009	S <sup>(1)</sup>	4,200	D	\$ 40.3	78,027.212	D
Common Shares	12/04/2009	M	5,000	A	\$ 16.8	83,027.212	D
Common Shares	12/04/2009	S <sup>(1)</sup>	214	D	\$ 40.46	82,813.212	D
Common Shares	12/04/2009	S <sup>(1)</sup>	1,378	D	\$ 40.4	81,435.212	D
Common Shares	12/04/2009	S <sup>(1)</sup>	100	D	\$ 40.45	81,335.212	D
Common Shares	12/04/2009	S <sup>(1)</sup>	308	D	\$ 40.44	81,027.212	D
Common Shares	12/04/2009	S <sup>(1)</sup>	3,000	D	\$ 40.5	78,027.212	D

Reminder: Report on a separate line for each class of securities beneficially owned 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.**

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				
Stock Option (right to buy)	\$ 16.8	12/03/2009	M	17,700	10/23/2004	10/21/2011	Common Shares	17,700
Stock Option (right to buy)	\$ 16.8	12/04/2009	M	5,000	10/23/2004	10/21/2011	Common Shares	5,000

## 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  
 12/07/2009  
 \*\*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 September 10, 2009.

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.