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HAGEDORN SUSAN

Form 5

November 14, 2008

FORM								OMB A	PPROVAL		
Check this no longer s	RITIES AN ashington, D		OMB Number: Expires:	3235-0362 January 31, 2005							
5 obligations OW may continue.			MENT OF CHANGES IN BEN ERSHIP OF SECURITIES				FICIAL	Estimated a burden hou response	average rs per		
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 Transactions Reported Reported											
HAGEDORN SUSAN Symbol SCOTT			Name and Ticker or Trading TS MIRACLE-GRO CO				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	[SMG] (Last) (First) (Middle) 3. Statem (Month/D 09/30/20			-			Director X 10% Owner Officer (give title Other (specify below)				
C/O HAGEDORN PARTNERSHIP, L.P., 800 PORT WASHINGTON BOULEVARD											
			endment, Date Original 6. Individua nth/Day/Year)					r Joint/Group Reporting heck applicable line)			
PORT WASHINGTON, NY 11050 _X_Form Filed by One _Form Filed by Mon Person						ne Reporting Person ore than One Reporting					
(City)	(State)	(Zip) Ta	ble I - Non-Der	ivative Sec	urities	Acqui	red, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, it any (Month/Day/Year	Code	4. Securit (A) or Dis (D) (Instr. 3, 4)	sposed 4 and 5 (A) or	of	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Shares	12/04/2007	Â	G(1)	14,300	D	\$0	3,477,429	I	See footnote (2)		
	ort on a separate line icially owned directly		contained i	n this for	n are i	not re	lection of infor quired to resp lid OMB contro	ond unless	SEC 2270 (9-02)		

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
					(A) (D)				Shares		
					(4) (1)				SHales		

of D

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HAGEDORN SUSAN						
C/O HAGEDORN PARTNERSHIP, L.P.	â	ÂΧ	â	â		
800 PORT WASHINGTON BOULEVARD	А	AX	А	A		
PORT WASHINGTON, NY 11050						

Signatures

/s/ Rob McMahon, as Attorney-in-Fact for Susan Hagedorn 11/14/2008

**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) Represents the gift for the account of Susan Hagedorn of a portion of her proportionate interest in the Issuer's common shares (the "Common Shares") held by the Hagedorn Partnership, L.P.
- Pursuant to Exchange Act Rule 16a-1(a)(1), the Reporting Person may be deemed, solely for purposes of determining whether she is a (2) beneficial owner of more than 10% of the 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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