BRUNNER GORDON F

Form 4

January 31, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

BRUNNER GORDON F

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO [SMG]

Issuer

below)

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 01/27/2006

X_ Director Officer (give title

10% Owner Other (specify

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN

ROAD

1.Title of

Security

(Instr. 3)

(Street)

(Month/Day/Year)

4. If Amendment, Date Original Filed(Month/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

(Instr. 4)

MARYSVILLE, OH 43041

(City) (State) (Zip)

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3.

Code

(Instr. 8)

4. Securities TransactionAcquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Following Reported Transaction(s)

Owned

(A)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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De Se	Title of crivative curity astr. 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)	5. Number of corderivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
St Uı (P	irector ock nits hantom ock)	\$ 0 <u>(1)</u>	01/27/2006		A	808	<u>(2)</u>	<u>(2)</u>	Common Shares	808
O _j (ri	ock ption ght to	\$ 49.55	01/27/2006		A	14,000	01/27/2007	01/27/2016	Common Shares	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
BRUNNER GORDON F C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X				

Signatures

Kathy L. Uttley as attorney-in-fact for Gordon F.

Brunner

01/31/2006

**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) This security converts on a 1-for-1 basis.
- (2) The Director Stock units will be settled 100% in stock issued in one installment, commencing at the earlier of (a) the occurrence of a "Change in Control" of Issuer or (b) the reporting person's cessation of service on the Issuer's Board.

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.

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