## Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

| SCOTTS MI<br>Form 4<br>January 05, 2  | RACLE-GRO   | СО                  |        |  |  |  |                      |   |   |                          |  |
|---|---|---------------------|--------|--|--|--|----------------------|---|---|--------------------------|--|
| <b>FORN</b><br>Check thi<br>if no long<br>subject to<br>Section 1<br>Form 4 o<br>Form 5<br>obligation<br>may cont | <ul> <li>RM 4</li> <li>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</li> <li>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES</li> <li>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES</li> <li>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1940</li> <li>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1940</li> </ul> |                     |        |  |  |  |                      | NERSHIP OF<br>e Act of 1934,<br>1935 or Section   | Simple3235-028Number:January 31Expires:200Estimated averageburden hours perresponse0. |                          |  |
| (Print or Type F<br>1. Name and A<br>SANDERS  | ddress of Reportin  | ng Person <u>*</u>  | Symbol | Name and                               |  |  | -                    | 5. Relationship of<br>Issuer  | Reporting Pers  | on(s) to                 |  |
|   | <sup>(First)</sup><br>COTTS MIRA<br>7, 14111 SCOT   |                     | [SMG]  | f Earliest Ti<br>Day/Year)             |  |  |                      | Director<br>X Officer (give<br>below)   |   | Owner<br>r (specify      |  |
|   |   |                     |        | adment, Date Original<br>h/Day/Year)   |  |  |                      | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |   |                          |  |
| (City)  | (State)   | (Zip)               | Tabl   | e I - Non-E                            | Derivative S                               | Securi                                 | ties Acq             | Person<br>uired, Disposed of  | , or Beneficial   | ly Owned                 |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction D<br>(Month/Day/Yea  | r) Execution<br>any | ned    | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>on(A) or Dis<br>(Instr. 3, 4 | ies Ac<br>sposed<br>and f<br>(A)<br>or | quired<br>of (D)     | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)  | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4)               | 7. Nature of<br>Indirect |  |
| Common<br>Shares  | 12/31/2008  |                     |        | Code V<br>A                            | Amount<br>9.3458                           | (D)<br>A                               | Price<br>\$<br>26.75 | 146.052   | Ι   | By DSPP<br>(1)           |  |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security                                 | any<br>of (Month/Day/Y<br>vative |    | Code     | 5.6. Date Exercisable and<br>Expiration Date<br>of<br>(Month/Day/Year)8)Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     |                    | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |  |
|---|---|----------------------------------|----|----------|---|---------------------|--------------------|---|--|---|--|--|
|   |   |                                  |    | Code     | V (A) (E  | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |
| Reporting Owners                                    |   |                                  |    |          |   |                     |                    |   |  |   |  |  |
| Reporting   | Reporting (   | )wner Name / Addre               | ss |          |   | Relationships       |                    |   |  |   |  |  |
|   | noporting -   | g o wher runne / runness         |    | Director | 10% Owner   | Officer             |                    | C   | Other                                  |   |  |  |
| C/O THE<br>14111 SC                                 | GANDERS BARRY W<br>C/O THE SCOTTS MIRACLE-GRO COMPANY<br>4111 SCOTTSLAWN ROAD<br>MARYSVILLE, OH 43041 |                                  |    |          |   | EVP, North America  |                    |   |  |   |  |  |
| Signa   | tures   |                                  |    |          |   |                     |                    |   |  |   |  |  |
| Kathy L.<br>Sanders                                 | Kathy L. Uttley as attorney-in-fact for Barry W. Sanders  |                                  |    |          | 01/05/2009  |                     |                    |   |  |   |  |  |

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\*\*Signature of Reporting Person **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) Common shares acquired under The Scotts Miracle-Gro Company Discounted Stock Purchase Plan (DSPP).

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.

Date