### SCOTTS MIRACLE-GRO CO

Form 4

September 15, 2005

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

burden hours per response... 0.5

Estimated average

if no longer subject to Section 16. Form 4 or

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

1(b).

(Last)

C/O THE SCOTTS

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(Print or Type Responses)

1. Name and Address of Reporting Person \* KELTY MICHAEL P

2. Issuer Name and Ticker or Trading Symbol

SCOTTS MIRACLE-GRO CO

[SMG]

3. Date of Earliest Transaction

(Month/Day/Year)

09/13/2005

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director X\_ Officer (give title

Other (specify below) Vice Chairman and EVP

COMPANY, 14111 SCOTTSLAWN ROAD

(First)

(Street) 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

Person

### MARYSVILLE, OH 43041

(City)	(State)	<sup>(Zip)</sup> Tabl	e I - Non-I	<b>Derivative</b>	Securi	ities Acqu	ired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5) nstr. 8)  (A) or			5. Amount of Securities Ownership Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	09/13/2005		Code V M	Amount 26,000	(D)	Price \$ 39.95	57,382	D	
Common Shares	09/13/2005		S	300	D	\$ 83.52	57,082	D	
Common Shares	09/13/2005		S	10,700	D	\$ 83.5	46,382	D	
Common Shares	09/13/2005		S	9,000	D	\$ 83.4	37,382	D	
	09/13/2005		S	100	D		37,282	D	

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Common Shares					\$ 83.57			
Common Shares	09/13/2005	S	200	D	\$ 83.51	37,082	D	
Common Shares	09/13/2005	S				31,382	D	
Common Shares						8,127	I	Spouse

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 required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercis	sable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	<b>Expiration Dat</b>	e	Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
~ 1					( ) ( )				
Stock Option (right to buy)	\$ 39.95	09/13/2005		M	26,000	10/23/2004	10/21/2011	Common Shares	26,000

# **Reporting Owners**

or 10% Owner Officer	Other
	Other
Vice Chairman and EVP	
	Vice Chairman

## **Signatures**

Kathy L. Uttley as attorney-in-fact for Michael P. 09/15/2005 Kelty

2 Reporting Owners

\*\*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).

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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