#### SCOTTS MIRACLE-GRO CO

Form 4

September 09, 2008

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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 \*

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

**HAGEDORN JAMES** 

SCOTTS MIRACLE-GRO CO

(Check all applicable)

[SMG]

09/05/2008

(Last)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

X Director 10% Owner Other (specify X\_ Officer (give title

below) President, CEO and Chairman

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

(Street)

(First)

Common

Shares

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

MARYSVILLE, OH 43041

(City) (State) (Zip)

09/05/2008

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired (A) 5. Amount of

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Owned

28 595

Securities Ownership Beneficially Form: Direct (D) Following or Indirect Reported (I)

I

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(A) or

(Instr. 3 and 4)

Transaction(s) (Instr. 4)

Code V (D) Price Amount 7.0505

2,327.0999

By DSPP (1)

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

Α

(Month/Day/Year)

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)

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

9. Nu Deriv Secu

Owner Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	٥
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	J
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						]
	_				(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	TC'41	or		
						Exercisable	Exercisable Date	Title Number			
				C 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
HAGEDORN JAMES C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X	X	President, CEO and Chairman			

## **Signatures**

Kathy L. Uttley as attorney-in-fact for James
Hagedorn

09/09/2008

\*\*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) Common shares were acquired pursuant to the dividend reinvestment feature of 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.

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