SCOTTS MIRACLE-GRO CO

Form 4

September 22, 2008

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

OMB 3235-0287 Number:

if no longer subject to Section 16.

Check this box

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

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

1(b).

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

HAGEDORN JAMES

Symbol SCOTTS MIRACLE-GRO CO

(Check all applicable)

[SMG]

(Middle)

3. Date of Earliest Transaction

_X__ 10% Owner _X_ Director

President, CEO and Chairman

(Month/Day/Year)

09/19/2008

__Other (specify X_ Officer (give title below)

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

(Street)

(First)

ROAD

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MARYSVILLE, OH 43041

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, 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)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Shares	09/19/2008		Code V S	Amount 200	(D)	Price \$ 27.08	143,100	D	
Common Shares	09/19/2008		S	2,000	D	\$ 26.66	141,100	D	
Common Shares	09/19/2008		S	200	D	\$ 27.09	140,900	D	
Common Shares	09/19/2008		S	200	D	\$ 27.1	140,700	D	
	09/19/2008		S	2,000	D		138,700	D	

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Common Shares					\$ 26.69		
Common Shares	09/19/2008	S	2,800	D	\$ 26.67	135,900	D
Common Shares	09/19/2008	S	100	D	\$ 26.72	135,800	D
Common Shares	09/19/2008	S	300	D	\$ 26.71	135,500	D
Common Shares	09/19/2008	S	100	D	\$ 26.74	135,400	D
Common Shares	09/19/2008	S	1,000	D	\$ 26.73	134,400	D
Common Shares	09/19/2008	S	1,073	D	\$ 26.76	133,327	D
Common Shares	09/19/2008	S	1,100	D	\$ 26.68	132,227	D
Common Shares	09/19/2008	S	1,349	D	\$ 26.77	130,878	D
Common Shares	09/19/2008	S	378	D	\$ 26.75	130,500	D
Common Shares	09/19/2008	S	100	D	\$ 26.94	130,400	D
Common Shares	09/19/2008	S	2,500	D	\$ 26.78	127,900	D
Common Shares	09/19/2008	S	2,100	D	\$ 26.79	125,800	D
Common Shares	09/19/2008	S	500	D	\$ 26.8	125,300	D
Common Shares	09/19/2008	S	800	D	\$ 26.81	124,500	D

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

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SEC 1474 (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.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativo	e	Securities	(Instr. 5)	Bene

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Derivative Security			Acqu (A) o	oosed O) er. 3,			(Instr	. 3 and 4)
	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Owner Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address	Relationships							
	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	09/22/2	2008						

**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).

Remarks:

Form 1 of 2

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

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