Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

SCOTTS MIRACLE-GR Form 4 October 02, 2008	80 CO								
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed	TEMENT OF d pursuant to Se n 17(a) of the Pt	SECURITIES A Washington CHANGES IN SECUF ection 16(a) of th ublic Utility Hol of the Investment	, D.C. 205 BENEFIC RITIES ne Securitie ding Comp	49 CIAL es Exe pany	OWN change Act of 1	ERSHIP OF Act of 1934, 1935 or Section	OMB Number: Expires: Estimated a burden hour response		
1. Name and Address of Repo SANDERS BARRY W	2. Issuer Name and Symbol SCOTTS MIRA [SMG]		-	,	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) C/O THE SCOTTS MIR COMPANY, 14111 SCO ROAD	3. Date of Earliest T (Month/Day/Year) 09/30/2008	ransaction			Director 10% Owner _X Officer (give title Other (specify below) below) EVP, North America				
(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			
MARYSVILLE, OH 43 (City) (State)	041 (Zip)	Table I - Non-I	Derivative S	ecurifi]	Form filed by Me Person ired, Disposed of,			
1.Title of Security (Instr. 3)2. Transaction (Month/Day/Y)	Date 2A. Deemer Year) Execution I any (Month/Day	d 3. Date, if Transactic Code		s Acqı l of (D	uired (A)	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 09/30/2008 Shares		A	11.7481		\$ 21.28	115.5219	Ι	By DSPP (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 Derivative Security (Instr. 3)	Derivative Conversion (Month/Day/Year) ecurity or Exercise		3A. Deemed Execution Date, if any (Month/Day/Year)	Code	 5. actionNumber of 8) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 	3	Date	Amo Unde Secur	tle and unt of vrlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Repo	rting O	wners									
Reporting Ov	Reporting (Reporting Owner Name / Addre	SS	Relationships							
			irector	10% Owner	Officer		C	Other			
C/O THE 14111 SC	RS BARRY CSCOTTS M COTTSLAW VILLE, OH	MIRACLE-GRO (/N ROAD	COMPANY			EVP, No	rth Americ	ca			
Signa	tures										
Kathy I	Littley as at	ttorney in fact for	Barry W								

Kathy L. Uttley as attorney-in-fact for Barry W. 10/02/2008 Sanders **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 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.

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