Edgar Filing: HAGEDORN JAMES - Form 4

HAGEDOR	N JAMES											
Form 4												
October 10,	2008											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL					
UNITED STATES SECURITIES AND EXCHANGE COMMISSION								3235-0287				
Check f	Check this box Washington, D.C. 20549						Number:					
	if no longer whigh the STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF						Expires:	January 31, 2005				
subject to STATEMENT OF CHANGES IN BENEFICIAL						WINERSHIF OF	Estimated	Estimated average				
	Section 16. SECURITIES						burden hours per					
Form 5		rsuant to S	ection	16(a) of th	ne Securi	ties F	Exchar	nge Act of 1934,	•	response 0.5		
obligatio	ons Section 17							of 1935 or Secti				
may cor <i>See</i> Inst	itinue.			nvestment	•	-	•					
1(b).	ruction				1	2						
(Print or Type	Responses)											
		- *							4.D. I. D.			
	Address of Reporting RN JAMES	Person <u></u>		er Name and Ticker or Trading			5. Relationship of Reporting Person(s) to Issuer					
TAGEDO	KIN JAIMES		Symbol	bol OTTS MIRACLE-GRO CO				155001				
					CLE-GR)	(Ch	eck all applicabl	e)		
			[SMG]									
(Last)	(First) (Middle)		of Earliest T	ransaction			X Director X Officer (gi	_X_10 ^o	% Owner her (specify		
	SCOTTS MIRAC			Day/Year)				below)	below)	ler (speeny		
	Y, 14111 SCOTT		10/08/2	2008				Ch	airman and CEC)		
ROAD	1, 14111 SCOTT	SLAWIN										
Rond	(Streat)		4 10 4	1 (D						(6) 1		
								6. Individual or Joint/Group Filing(Check Applicable Line)				
			T-fieu(int	Jilli/Day/Tea	1)			_X_ Form filed by	y One Reporting P	erson		
MARYSV	ILLE, OH 43041							•	More than One R	eporting		
								Person				
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Secu	rities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date			3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)		Date, if	Transactio	-			Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/Year)		CodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)				Beneficially Owned	(D) or Indirect (I)	Ownership		
		(month) Du	.y/ 10a1)	(Instr. 0)	(1150.5,	i una .	5)	Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported				
						or		Transaction(s)				
				Code V	Amount		Price	(Instr. 3 and 4)				
D 1 D		C 1 1	c	1	C · 11	1 1.	4	· 1. d				
Keminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	incially ow	ned di	rectly c	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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Stock Option (right to buy)	\$ 21.65	10/08/2008		A	200,000	10/08/2011	10/05/2018	Common Shares	200,0
Restricted Stock Units	<u>(1)</u>	10/08/2008		А	63,700	(2)	(2)	Common Shares	63,70

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	Х	Х	Chairman and CEO			
Signatures						
Kathy L. Uttley as attorney-in-fact for James Hagedorn	10/	10/2008				
**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) Each restricted stock unit represents a contingent right to receive one common share of The Scotts Miracle-Gro Company.

(2) The restricted stock units vest in full on the third anniversary of the date of the award.

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.