

SANDERS BARRY W
Form 4
September 01, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDERS BARRY W

2. Issuer Name and Ticker or Trading Symbol
SCOTTS MIRACLE-GRO CO
[SMG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, North America

(Last) (First) (Middle)
C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN ROAD

3. Date of Earliest Transaction (Month/Day/Year)
08/30/2010

(Street)
MARYSVILLE, OH 43041

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Shares	08/30/2010		S	D	\$ 48.63		D
Common Shares	08/30/2010		S	D	\$ 48.62		D
Common Shares	08/30/2010		S	D	\$ 48.59		D
Common Shares	08/30/2010		S	D	\$ 48.58		D
	08/30/2010		S	D			D

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Common Shares						\$ 48.57			
Common Shares	08/30/2010		S	100	D	\$ 48.56	57,571.923	D	
Common Shares	08/30/2010		S	300	D	\$ 48.54	57,271.923	D	
Common Shares	08/30/2010		S	100	D	\$ 48.53	57,171.923	D	
Common Shares	08/30/2010		S	500	D	\$ 48.52	56,671.923	D	
Common Shares	08/30/2010		S	364	D	\$ 47.88	56,307.923	D	
Common Shares	08/30/2010		S	1,000	D	\$ 47.87	55,307.923	D	
Common Shares	08/30/2010		S	300	D	\$ 47.86	55,007.923	D	
Common Shares	08/30/2010		S	236	D	\$ 47.85	54,771.923	D	
Common Shares	08/30/2010		S	1,100	D	\$ 47.84	53,671.923	D	
Common Shares	08/30/2010		S	1,700	D	\$ 47.83	51,971.923	D	
Common Shares	08/30/2010		S	100	D	\$ 47.82	51,871.923	D	
Common Shares	08/30/2010		S	939	D	\$ 47.81	50,932.923	D	
Common Shares	08/30/2010		S	2,061	D	\$ 47.8	48,871.923	D	
Common Shares	08/31/2010		A	5.881	A	\$ 42.51	293.0376	I	By DSPP (1)

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security

Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

(Instr. 3 and 4)

Owned Followed by Report of Transaction (Instr. 3 and 4)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SANDERS BARRY W
 C/O THE SCOTTS MIRACLE-GRO COMPANY
 14111 SCOTTSLAWN ROAD
 MARYSVILLE, OH 43041

EVP, North America

Signatures

Kathy L. Uttley as attorney-in-fact for Barry W. Sanders

09/01/2010

**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).

Remarks:

Form 2 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.