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SCOTTS MI Form 4 January 07, 2	RACLE-GRO Co 2013	0											
FORM	1 4									OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549						OMMISSION	OMB Number:	3235-0287					
Check this box if no longer subject to Section 16. Form 4 or				GES IN BENEFICIAL OWNERSHI SECURITIES					NERSHIP OF	Expires: January 3 200 Estimated average burden hours per			
Form 4 orresponse0.5Form 5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,5obligationsSection 17(a) of the Public Utility Holding Company Act of 1935 or Section30(h) of the Investment Company Act of 19401(b).1000000000000000000000000000000000000													
(Print or Type F	Responses)												
Hagedorn Partnership, L.P. Symbol				r Name and Ticker or Trading					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				of Earliest Transaction Day/Year) 2013					Director Officer (give t below)	Director 10% Owner Officer (give title Other (specify below)			
Filed(Mon				nendment, Date Original onth/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
PORT WAS	SHINGTON, NY	11050							Person	ore than one re	porting		
(City)	(State)	(Zip)	Tabl	e I - Nor	1-De	erivative Se	ecuriti	es Acqu	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		3. Transac Code (Instr. 8 Code	3)	4. Securitie n(A) or Disp (Instr. 3, 4) Amount	osed c		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Shares	01/03/2013			S		101,480	D	\$ 45	17,824,881	D			

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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			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				
Hagedorn Partnership, L.P. 800 PORT WASHINGTON BOULEVA PORT WASHINGTON, NY 11050	RD	Х						
Signatures								
/s/ Rob McMahon, Attorney-in-Fact	01/07/2013							
**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).

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.