HAGEDORN JAMES

Form 4 June 08, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **HAGEDORN JAMES**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

SCOTTS MIRACLE-GRO CO [SMG]

(Check all applicable)

Chairman and CEO

(Last) (First)

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

10/24/2008

X Director X_ Officer (give title

X__ 10% Owner _ Other (specify

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

(Street)

(Middle)

ROAD

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 Form filed by More than One Reporting

MARYSVILLE, OH 43041

Person

(City)	(State)	(Zip) Tal	ole I - Non-	Derivative S	Securi	ties Acqui	red, Disposed of,	or Beneficiall	y 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 oner Dispose (Instr. 3, 4	d of (D))	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	10/24/2008		Code V A	Amount 561.318 (1)	(D)	Price \$ 22.269	104,816.535 (2)	D	
Common Shares	11/26/2008		A	406.913 (1)	A	\$ 30.719	105,223.448	D	
Common Shares	12/02/2008		A	402.677 (1)	A	\$ 29.139	105,626.125	D	
Common Shares	12/04/2008		A	70.688 (3)	A	\$ 30.259	105,696.813	D	
	12/31/2008		A		A		106,114.552	D	

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Common Shares			417.739 (1)		\$ 29.923			
Common Shares	02/19/2009	A	74.403 (3)	A	\$ 30.929	106,188.955	D	
Common Shares	03/26/2009	A	20.846 (1)	A	\$ 35.978	106,209.801	D	
Common Shares	04/24/2009	A	325.351 (1)	A	\$ 38.42	106,535.152	D	
Common Shares	05/22/2009	A	359.309 (1)	A	\$ 34.789	106,894.461	D	
Common Shares	06/04/2009	A	68.869 (3)	A	\$ 34.177	106,963.33	D	
Common Shares	06/04/2009	A	7.7608	A	\$ 34.365	3,035.9694	I	By DSPP

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	2.	3. Transaction Date		4.		5.	6. Date Exerc			le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Number	Expiration D	ate	Amou	ınt of	Derivative	
Security	or Exercise		any	Code	(of	(Month/Day/	Year)	Unde	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	•		Secur	ities	(Instr. 5)	
	Derivative				į.	Securities			(Instr	. 3 and 4)		
	Security					Acquired						
	•				((A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
						+, and 5)						
										Amount		
							D.	Б		or		
							Date	Expiration	Title	Number		
							Exercisable	Date		of		
				Code	V	(A) (D)				Shares		
						(/ ()						

Reporting Owners

Reporting Owner Name / Address	Relationships							
, G	Director	10% Owner	Officer	Other				
HAGEDORN JAMES	X	X	Chairman					
C/O THE SCOTTS MIRACLE-GRO COMPANY			and CEO					
14111 SCOTTSLAWN ROAD								

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MARYSVILLE, OH 43041

Signatures

Kathy L. Uttley as attorney-in-fact for James Hagedorn

06/08/2009

**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).
- Reflects common shares of the Issuer represented by amount credited to the benchmark Company stock fund within the reporting person's (1) bookkeeping account under The Scotts Company LLC Executive Retirement Plan as a result of the reporting person's election to defer a percentage of the reporting person's compensation and to treat such amount as invested in the benchmark Company stock fund.
- Includes 16,550.217 common shares of the Issuer represented by amount previously credited to the benchmark Company stock fund
 (2) within the reporting person's account under The Scotts Company LLC Executive Retirement Plan as of October 8, 2008, on which date
 The Scotts Company LLC Executive Retirement Plan was amended to authorize the grant of retention awards thereunder.
- Reflects common shares of the Issuer represented by amount credited to the benchmark Company stock fund within the reporting person's
- (3) bookkeeping account under The Scotts Company LLC Executive Retirement Plan as a result of the crediting of amounts calculated as if invested in the Company stock fund as a result of dividends paid with respect to common shares of the Issuer.
- (4) Common shares were acquired pursuant to the dividend reinvestment feature of 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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