NORTON PATRICK J

Form 4

September 14, 2009

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

OMB Number:

3235-0287 January 31,

2005

0.5

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 4 or Form 5 obligations may continue. See Instruction

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 *

NORTON PATRICK J

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO [SMG]

(Month/Day/Year)

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

09/10/2009

_X__ Director Officer (give title

10% Owner _ Other (specify

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

ROAD

(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 Form filed by More than One Reporting

Person

MARYSVILLE, OH 43041

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities 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. Transactic Code (Instr. 8)	4. Securit oner Dispos (Instr. 3,	ed of	` ′	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	09/10/2009		M	27,179	A	\$ 16.8	129,679	D	
Common Shares	09/10/2009		S	400	D	\$ 42.9	129,279	D	
Common Shares	09/10/2009		S	500	D	\$ 42.89	128,779	D	
Common Shares	09/10/2009		S	291	D	\$ 42.87	128,488	D	
	09/10/2009		S	6,769	D	\$ 42.95	121,719	D	

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Common Shares						
Common Shares	09/10/2009	S	100	D	\$ 42.92 121,619	D
Common Shares	09/10/2009	S	500	D	\$ 42.94 121,119	D
Common Shares	09/10/2009	S	3,411	D	\$ 42.96 117,708	D
Common Shares	09/10/2009	S	437	D	\$ 42.97 117,271	D
Common Shares	09/10/2009	S	800	D	\$ 42.975 116,471	D
Common Shares	09/10/2009	S	400	D	\$ 42.98 116,071	D
Common Shares	09/10/2009	S	400	D	\$ 42.93 115,671	D
Common Shares	09/10/2009	S	1,700	D	\$ 43.1 113,971	D
Common Shares	09/10/2009	S	1,671	D	\$ 43.01 112,300	D
Common Shares	09/10/2009	S	500	D	\$ 43.18 111,800	D
Common Shares	09/10/2009	S	300	D	\$ 43.19 111,500	D
Common Shares	09/10/2009	S	300	D	\$ 43.16 111,200	D
Common Shares	09/10/2009	S	7,800	D	\$ 43.09 103,400	D
Common Shares	09/10/2009	S	900	D	\$ 43.08 102,500	D

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

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	Derivative Security		(D) (Inst	or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 16.8	09/10/2009	M			27,179	10/23/2004	10/21/2011	Common Shares	27,179

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner name, reduces	Director	10% Owner	Officer	Other			
NORTON PATRICK J C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X						
Ciaracturas							

Signatures

Kathy L. Uttley as attorney-in-fact for Patrick J.
Norton
09/14/2009

**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).

Remarks:

Form 1 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.

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