## Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

SCOTTS M Form 4 February 22	IIRACLE-GRO C 2. 2010	2O									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL				
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check t if no los subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	sis box ger 6. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 6. SECURITIES r 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 inue.									January 31, 2005 Stimated average urden hours per esponse 0.5	
(Print or Type	Responses)										
1. Name and STUMP D	2. Issuer France and Frener of Frading					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) C/O THE S COMPAN ROAD						Director 10% Owner X Officer (give title Other (specify below) below) EVP, Global Human Resources					
MARYSV	Filed(Month/Day/Year)					5. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	та	hla I Non	Dorivotivo	Soouri		ed, Disposed of,	or Bonoficially	v Ownod	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ed Date, if	3.	4. Securitie	s Acqı f (D)	uired (A) or	or 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
Common Shares	02/18/2010			Code V A	Amount 120.922 (1)	(D) A	Price \$ 38.84	(Instr. 3 and 4) 42,593.512	D		
Common Shares	02/18/2010			А	2.0744	А	\$ 38.7588	895.3965	Ι	By DSPP (2)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
Repo	rting C	)wners		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## Relationships **Reporting Owner Name / Address** Officer Director 10% Owner Other STUMP DENISE C/O THE SCOTTS MIRACLE-GRO COMPANY EVP, Global Human Resources 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041 Signatures Kathy L. Uttley as attorney-in-fact for Denise S. 02/22/2010 Stump \*\*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 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.

(2) 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.