Edgar Filing: SANDERS BARRY W - Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. SANDERS BARRY W SANDERS BARRY W SANDERS BARRY W Laston (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Instr. 3) (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) (Month/Day/Year) (Instr. 4) (A) Reported (Instr. 4) (A) Reported (Instr. 4) (A) Reported (Instr. 4) (A) Reported (Instr. 4)	SANDERS	BARRY W										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number: 3225-0 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Check tall applicable section 16. Statement of changes in the securities Exchange Act of 1934, obligations Statement of changes in the securities Exchange Act of 1934, obligations Statement of changes in the securities is exchange in the securities in the securitis is exchange in the securities in the securities is ex												
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Charleb STATES SECURTIES Washington, D.C. 20549 OMB 3235-0 Number: 3235-0 Section 16. SECURITIES Section 16. Securities Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) Of the Public Utility Holding Company Act of 1940 Section 17(a) Of the Public Utility Holding Company Act of 1940 Section 17(a) Of the Public Utility Holding Company Act of 1940 Section 17(a) Of the Public Utility Holding Company Act of 1940 Section 17(a) Of the Public Ut	FORM			SECUD	TTIES A	ND EV	TT A 1	NCEO	OMMESION		PROVAL	
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1. Name and Address of Reporting Person ¹ 2. Issuer Name and Ticker or Trading Symbol ScOTTS MIRACLE-GRO CO [SMG] 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) C/O THE SCOTTS MIRACLE-GRO CO COMPANY, 14111 SCOTTSLAWN ROAD 3. Date of Earliest Transaction (Month/Day/Year)	obligatic may con <i>See</i> Instr	tinue. Section 1	Public Ut	tility Hold	1							
SANDERS BARRY W Symbol SCOTTS MIRACLE-GRO CO [SMG] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) 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 Filed(Month/Day/Year) 7. Some filed by One Reporting Person Form filed by One Reporting Person Form filed by More than One Reporting Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) (Month/Day/Year) (Instr. 8) 3. 4. Securities Acquired (Month/Day/Year) (Instr. 4) (A)	(Print or Type	Responses)										
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)				Symbol				-	Issuer			
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ROAD (Street) 4. If Ame-Imment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) -X_ Form filed by More Han One Reporting Person -Form filed by More than One Reporting Person -Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired Transaction(A) or Disposed of (D) Security (Instr. 3) 5. Amount of Securities (Month/Day/Year) 6. 7. Nature Indirect (Instr. 8)	C/O THE SCOTTS MIRACLE-GRO			(Month/Day/Year)					X_ Officer (give title Other (specify below)			
Filed(Month/Day/Year) Applicable Line) .X_ Form filed by One Reporting Person MARYSVILLE, OH 43041 City (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Owned Owned Owned Owned Owned Owned Indirect Beneficially Form: Direct Beneficially Form: Direct Beneficially Ownership Indirect 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature (Instr. 3) (Month/Day/Year) 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature (Instr. 3) (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficially (A) (Month/Day/Year) (Instr. 8) (A) (Instr. 4) (Instr. 4)												
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or (Instr. 3 and 4)	Security		r) Execution any	n Date, if	Transactio Code	n(A) or Dis	sposed 4 and 5 (A)	of (D)	Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I)	Beneficial Ownership	
Code V Amount (D) Price		01/31/2012					ì	\$		I	By DSPP	
Common 28,745.008 D									28,745.008	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.

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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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	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		

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			President and COO			
Signatures						
Kathy L. Uttley as attorney-in-fact for Barry W. Sanders	02	2/02/2012				
<u>**</u> Signature of Reporting Person		Date				

**Signature of Reporting Person

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).

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.