

HAGEDORN JAMES  
Form 4  
August 24, 2012

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol  
SCOTTS MIRACLE-GRO CO  
[SMG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTS LAWN ROAD

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MARYSVILLE, OH 43041

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	08/23/2012		S		300 D \$ 42.0701	D	
Common Shares	08/23/2012		S		1,300 D \$ 42.07	D	
Common Shares	08/23/2012		S		500 D \$ 42.088	D	
Common Shares	08/23/2012		S		1,600 D \$ 42.08	D	
	08/23/2012		S		400 D	D	

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Common Shares					\$ 42.1001			
Common Shares	08/23/2012	S	1,567	D	\$ 42.1	119,578.694	D	
Common Shares	08/23/2012	S	300	D	\$ 42.1201	119,278.694	D	
Common Shares	08/23/2012	S	2,100	D	\$ 42.12	117,178.694	D	
Common Shares	08/23/2012	S	1,101	D	\$ 42.18	116,077.694	D	
Common Shares	08/23/2012	S	300	D	\$ 42.1701	115,777.694	D	
Common Shares	08/23/2012	S	3,099	D	\$ 42.17	112,678.694	D	
Common Shares	08/23/2012	S	100	D	\$ 42.2001	112,578.694	D	
Common Shares	08/23/2012	S	800	D	\$ 42.2	111,778.694	D	
Common Shares	08/23/2012	S	200	D	\$ 42.205	111,578.694	D	
Common Shares	08/23/2012	S	100	D	\$ 42.1502	111,478.694	D	
Common Shares	08/23/2012	S	300	D	\$ 42.1501	111,178.694	D	
Common Shares	08/23/2012	S	2,068	D	\$ 42.15	109,110.694	D	
Common Shares	08/23/2012	S	1,121	D	\$ 42.14	107,989.694	D	
Common Shares	08/23/2012	S	100	D	\$ 42.1474	107,889.694	D	
Common Shares	08/23/2012	S	379	D	\$ 42.1401	107,510.694	D	
Common Shares	08/23/2012	S	1,233	D	\$ 42.11	106,277.694	D	
Common Shares						32,496.323	I	By 401(K) Plan
Common Shares						2,677,726	I	HPLP <sup>(1)</sup>
Common Shares						5,038.3145	I	By DSPP



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