Edgar Filing: FLANNERY JOSEPH P - Form 4

FLANNERY	JOSEPH P											
Form 4												
December 12	, 2012											
FORM	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB APPROVAL				
							Number:	3235-0287				
Check this if no long subject to Section 16 Form 4 or	er STATE 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: January 31 2009 Estimated average burden hours per response 0.9		
Form 5 obligation may conti <i>See</i> Instru 1(b).	nue. Section 17	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 R	esponses)											
1. Name and Address of Reporting Person <u>*</u> FLANNERY JOSEPH P			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)				_X_Director10% Owner Officer (give titleOther (specify below)below)					
	COTTS MIRAO , 14111 SCOT		12/10/20	012				,	,			
	(Street)	. ,			endment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
MARYSVIL	LE, OH 43041	l							More than One R			
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	Securiti	ies Aco	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any		3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)			
Common Shares								4,000	D			
Reminder: Repo	ort on a separate li	ne for each cl	lass of secur	ities benefi	cially owne	ed direc	ctly 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Tit Deriv Secur (Instr	ative ity	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Defe Stoc Unit	k	<u>(1)</u>	12/10/2012		А	21	<u>(1)</u>	<u>(1)</u>	Common Shares	21	\$ 41.86
Defe Stoc Unit	k	<u>(1)</u>	12/10/2012		А	30	<u>(1)</u>	<u>(1)</u>	Common Shares	30	\$ 41.86
Defe Stoc Unit	k	<u>(1)</u>	12/10/2012		А	19	<u>(1)</u>	(1)	Common Shares	19	\$ 41.86
Defe Stoc Unit	k	<u>(1)</u>	12/10/2012		А	15	<u>(1)</u>	(1)	Common Shares	15	\$ 41.86
Defe Stoc Unit	k	<u>(1)</u>	12/10/2012		А	16	<u>(1)</u>	<u>(1)</u>	Common Shares	16	\$ 41.86

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FLANNERY JOSEPH P C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	Х					
Signatures						
Kathy L. Uttley as attorney-in-fact for Joseph P. Flannery	12/11/2012					
**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).
- (1) Additional deferred stock units received pursuant to dividend equivalents as a result of dividends paid with respect to the common shares of The Scotts Miracle-Gro Company underlying deferred stock units already held.

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.