

HAGEDORN JAMES
Form 4
January 25, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 SCOTTSLAWN 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	01/23/2013		M		37,500	A	0.00
Common Shares	01/23/2013		S(2)		519	D	\$ 44.57
Common Shares	01/23/2013		S(2)		476	D	\$ 44.58
Common Shares	01/23/2013		S(2)		800	D	\$ 44.59
Common Shares	01/23/2013		S(2)		481	D	\$ 44.6
					70,144.953	D	
					69,625.953	D	
					69,149.953	D	
					68,349.953	D	
					67,868.953	D	

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Common Shares								
Common Shares	01/23/2013	<u>S(2)</u>	524	D	\$ 44.6005	67,344.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	562	D	\$ 44.61	66,782.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	213	D	\$ 44.6194	66,569.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	1,225	D	\$ 44.62	65,344.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	4,297	D	\$ 44.63	61,047.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	100	D	\$ 44.6301	60,947.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	200	D	\$ 44.635	60,747.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	2,100	D	\$ 44.64	58,647.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	300	D	\$ 44.6401	58,347.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	100	D	\$ 44.645	58,247.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	327	D	\$ 44.6485	57,920.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	2,776	D	\$ 44.65	55,144.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	2,700	D	\$ 44.66	52,444.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	1,500	D	\$ 44.67	50,944.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	1,368	D	\$ 44.68	49,576.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	200	D	\$ 44.685	49,376.953	D	
Common Shares	01/23/2013	<u>S(2)</u>	1,605	D	\$ 44.69	47,771.953	D	
Common Shares						33,747.195	I	By 401(K) Plan
Common Shares						2,427,726	I	HPLP ⁽³⁾

Common Shares 5,354.7841 I By DSPP

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

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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. Transaction Code (Instr. 8)	5. Number 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 Security (Instr. 3 and 4)
Restricted Stock Units	(1)	01/23/2013		M	37,500	01/20/2013(1) 01/20/2013(1)	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGEDORN JAMES C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTS LAWN ROAD MARYSVILLE, OH 43041	X	X	Chairman and CEO	

Signatures

Kathy L. Uttley as attorney-in-fact for James Hagedorn 01/25/2013

**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) The restricted stock units were granted, together with an equal number of related dividend equivalents, under The Scotts Miracle-Gro Company Long-Term Incentive Plan (the "LTIP"), and subject to the terms and conditions of an individual award agreement. Each whole restricted stock unit represents a contingent right to receive one common share of the Issuer ("Common Share"). The restricted stock units vested on January 20, 2013.

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- (2) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 20, 2012.
- Pursuant to Exchange Act Rule 16a-1(a)(1), the reporting person may be deemed, solely for purposes of determining whether he is a beneficial owner of more than 10% of the Common Shares, to be the beneficial owner of the securities of the Issuer that are held by
- (3) Hagedorn Partnership, L.P., a Delaware limited partnership in which the reporting person is a general partner (the "Partnership"). Represents the aggregate proportionate interest of the reporting person and those family members in whose holdings he may be deemed to have a pecuniary interest, in Common Shares held by the Partnership.

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.

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