Evans David C Form 4 January 25, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Evans David C

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO

[SMG]

3. Date of Earliest Transaction

(Month/Day/Year)

01/23/2013

Director 10% Owner Other (specify X_ Officer (give title

below) CFO EVP Strategy Bus Dev

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

(First)

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

MARYSVILLE, OH 43041

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		esed of 4 and (A) or	` '	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 Beneficial Ownership (Instr. 4)
Common Shares	01/23/2013		M	8,700	A	(1)	46,279.585	D	
Common Shares	01/23/2013		S(2)	100	D	\$ 44.56	46,179.585	D	
Common Shares	01/23/2013		S(2)	100	D	\$ 44.57	46,079.585	D	
Common Shares	01/23/2013		S(2)	100	D	\$ 44.61	45,979.585	D	
	01/23/2013		S(2)	100	D	\$ 44.62	45,879.585	D	

Common Shares							
Common Shares	01/23/2013	S(2)	393	D	\$ 44.6349	45,486.585	D
Common Shares	01/23/2013	S(2)	307	D	\$ 44.64	45,179.585	D
Common Shares	01/23/2013	S(2)	700	D	\$ 44.65	44,479.585	D
Common Shares	01/23/2013	S(2)	100	D	\$ 44.66	44,379.585	D
Common Shares	01/23/2013	S(2)	200	D	\$ 44.67	44,179.585	D
Common Shares	01/23/2013	S(2)	400	D	\$ 44.71	43,779.585	D
Common Shares	01/23/2013	S(2)	200	D	\$ 44.72	43,579.585	D
Common Shares	01/23/2013	S(2)	300	D	\$ 44.8	43,279.585	D
Common Shares	01/23/2013	S(2)	180	D	\$ 44.81	43,099.585	D
Common Shares	01/23/2013	S(2)	100	D	\$ 44.82	42,999.585	D
Common Shares	01/23/2013	S(2)	200	D	\$ 44.85	42,799.585	D

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	2.	3. Transaction Date	3A. Deemed	4.	5. Nui	mber	6. Date Exercisab	le and Expiration	7. Title and	Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Transaction Derivative		Date		Underlying Securit	
Security	or Exercise		any	Code	Securi	ities	(Month/Day/Year	:)	(Instr. 3 and	14)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acqui	red				
	Derivative				(A) or	•				
	Security				Dispo	sed of				
					(D)					
					(Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num

SEC 1474

(9-02)

Shar

8,7

Restricted

Common $8,700 \quad 01/20/2013_{\underline{(1)}} \quad 01/20/2013_{\underline{(1)}}$ Stock (1) 01/23/2013 M Shares

Units

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other

Evans David C C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041

CFO EVP Strategy Bus Dev

Signatures

Kathy L. Uttley as attorney-in-fact for David C. 01/25/2013 Evans

> **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).
- 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 **(1)** 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.
- The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 28, **(2)**

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.

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