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HAGEDORN KATHERINE LITTLEFIELD

Form 4

February 06, 2013

FORM 4

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

OMB Number:

3235-0287

2005

0.5

Check this box if no longer subject to

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

January 31, Expires:

response...

Estimated average burden hours per

OMB APPROVAL

Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAGEDORN KATHERINE

LITTLEFIELD

2. Issuer Name and Ticker or Trading Symbol

SCOTTS MIRACLE-GRO CO

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

[SMG]

3. Date of Earliest Transaction

_X__ Director Officer (give title

_X__ 10% Owner

__ Other (specify

(Month/Day/Year)

C/O THE SCOTTS MIRACLE-GRO 02/04/2013 COMPANY, 14111 SCOTTSLAWN

(Middle)

ROAD

(Last)

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Shares	02/04/2013		M	2,692	A	<u>(1)</u>	2,692	D		
Common Shares	02/04/2013		S	200	D	\$ 43.44	2,492	D		
Common Shares	02/04/2013		S	92	D	\$ 43.4924	2,400	D		
Common Shares	02/04/2013		S	200	D	\$ 43.5	2,200	D		
	02/04/2013		S	200	D	\$ 43.62	2,000	D		

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Common Shares								
Common Shares	02/04/2013	S	200	D	\$ 43.7	1,800	D	
Common Shares	02/04/2013	S	200	D	\$ 43.7101	1,600	D	
Common Shares	02/04/2013	S	200	D	\$ 43.82	1,400	D	
Common Shares	02/04/2013	S	200	D	\$ 43.825	1,200	D	
Common Shares	02/04/2013	S	200	D	\$ 43.85	1,000	D	
Common Shares	02/04/2013	S	200	D	\$ 43.8501	800	D	
Common Shares	02/04/2013	S	200	D	\$ 43.93	600	D	
Common Shares	02/04/2013	S	200	D	\$ 43.935	400	D	
Common Shares	02/04/2013	S	200	D	\$ 43.94	200	D	
Common Shares	02/04/2013	S	200	D	\$ 43.97	0	D	
Common Shares						3,010,746	I	HPLP (2)

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

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	Securities		Expiration D	Date Exercisable and spiration Date Month/Day/Year)		Amount of Securities 4)	8. Pric Deriva Securi (Instr.
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares

Deferred
Stock (1) 02/04/2013 M 2,692 (1) Common Shares 2,692
Units

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HAGEDORN KATHERINE LITTLEFIELD

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

MARYSVILLE, OH 43041

Signatures

Kathy L. Uttley as attorney-in-fact for Katherine Hagedorn
Littlefield 02/06/2013

**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).
- The deferred stock units were granted, together with an equal number of related dividend equivalents, under The Scotts Miracle-Gro
 Company Long-Term Incentive Plan (formerly known as The Scotts Miracle-Gro Company Amended and Restated 2006 Long-Term
 Incentive Plan), and subject to the terms and conditions of an individual award agreement. Each whole deferred stock unit represents a
 contingent right to receive one common share of the Issuer ("Common Shares"). The deferred stock units settled on February 4, 2013.
 - Pursuant to Exchange Act Rule 16a-1(a)(1), the reporting person may be deemed, solely for purposes of determining whether she 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
- (2) 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 she may be deemed to have a pecuniary interest, in Common Shares held by the Partnership.

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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