Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

	RACLE-GRO	CO									
Form 4 October 14, 2	2005										
	Л									PPROVAL	
FORM	UNITE	D STATES		ITIES A hington,			NGE (COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 10 Form 4 ou Form 5 obligation may conti <i>See</i> Instru 1(b).	F CHAN Section 10 Public Ut of the In	GES IN I SECUR 5(a) of the ility Hold	January 31, Expires: 2005 Estimated average burden hours per response 0.5								
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <u>*</u> 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)			
	(First) COTTS MIRA , 14111 SCOT		(Month/D	-	ansaction			X Director X Officer (giv below) Chairman	the title X_{109} Cth below) h, President and	er (specify	
MARYSVII	(Street) LLE, OH 4304	1		ndment, Da th/Day/Year)	-					erson	
(City)	(State)	(Zip)	Tabl	L Non D	orivotivo S	oouri	tion A or	Person Juired, Disposed o	f or Bonoficia	lly Ownod	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution any	emed	3.	4. Securit	ies Ac sposec	equired l of	5. Amount of	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
Common	10/12/2005			A	14,300	A	\$ 0	42,600	D		
Shares Common Shares								10,030.19 <u>(1)</u>	I	By 401(K) Plan	
Common Shares								4,307.8 <u>(2)</u>	Ι	By Deferral Plan	
Common Shares								1,792,664	Ι	See note $\frac{(3)}{(4)}$	

Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly 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. 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 85.01	10/12/2005		А	76,500	10/12/2008	10/12/2015	Common Shares	76,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HAGEDORN JAMES C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	Х	Х	Chairman, President and CEO			
Signatures						
Kathy L. Uttley as attorney-in-fact for James Hagedorn	10/14/	/2005				
<u>**</u> Signature of Reporting Person	Dat	e				
Evalenction of Decadences						

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) Represents common shares held in the reporting person's account under the Issuer's Retirement Savings Plan ("401(K) Plan") a/o 9/ 30/05.
- (2) Represents common shares held in the reporting person's account under the Issuer's Executive Retirement Plan (the "Deferral Plan") $a/o = \frac{9}{30}$
- (3) Represents the aggregate proportionate interests of the reporting person and those family members in whose holdings he may be deemed to have a pecuniary interest, in securities held by Hagedorn Partnership, L.P., a Delaware limited partnership of which the reporting

Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

person is a general partner.

(4) Hagedorn Partnership, L.P. is a Delaware limited partnership of which the reporting person is a general partner.

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.