

HAGEDORN JAMES

Form 4

February 27, 2009

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
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

OMB APPROVAL

OMB
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(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 SCOTSLAWN
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	02/26/2009		M		24,460	A	\$ 14.77	112,165	D	
Common Shares	02/26/2009		S		413	D	\$ 28.17	111,752	D	
Common Shares	02/26/2009		S		4,587	D	\$ 28.15	107,165	D	
Common Shares	02/26/2009		S		4,900	D	\$ 28.25	102,265	D	
	02/26/2009		S		200	D		102,065	D	

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Common Shares					\$ 28.43		
Common Shares	02/26/2009	S	5,000	D	\$ 28.3	97,065	D
Common Shares	02/26/2009	S	4,700	D	\$ 28.4	92,365	D
Common Shares	02/26/2009	S	4,460	D	\$ 28.1	87,905	D
Common Shares	02/26/2009	S	100	D	\$ 28.42	87,805	D
Common Shares	02/26/2009	S	100	D	\$ 28.26	87,705	D
Common Shares	02/27/2009	M	5,000	A	\$ 14.77	92,705	D
Common Shares	02/27/2009	S	100	D	\$ 26.59	92,605	D
Common Shares	02/27/2009	S	900	D	\$ 26.54	91,705	D
Common Shares	02/27/2009	S	800	D	\$ 26.45	90,905	D
Common Shares	02/27/2009	S	400	D	\$ 26.44	90,505	D
Common Shares	02/27/2009	S	200	D	\$ 26.6	90,305	D
Common Shares	02/27/2009	S	800	D	\$ 26.49	89,505	D
Common Shares	02/27/2009	S	100	D	\$ 26.6	89,405	D
Common Shares	02/27/2009	S	800	D	\$ 26.53	88,605	D
Common Shares	02/27/2009	S	300	D	\$ 26.57	88,305	D
Common Shares	02/27/2009	S	200	D	\$ 26.46	88,105	D
Common Shares	02/27/2009	S	100	D	\$ 26.61	88,005	D
Common Shares	02/27/2009	S	100	D	\$ 26.74	87,905	D
Common Shares	02/27/2009	S	200	D	\$ 26.7	87,705	D

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

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(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)	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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 14.77	02/26/2009		M		24,460		03/05/2002	03/04/2009	Common Shares	24,460
Stock Option (right to buy)	\$ 14.77	02/27/2009		M		5,000		03/05/2002	03/04/2009	Common Shares	5,000

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

02/27/2009

__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).

Remarks:

Form 2 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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