

ARONOWITZ DAVID M
Form 4
December 01, 2005

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 *
ARONOWITZ DAVID M

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)
EVP, GC and Secretary

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

11/29/2005

(Street)

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	11/29/2005		M	1,000 A \$ 15	26,600	D	
Common Shares	11/29/2005		S	1,000 D \$ 46.54	25,600 ⁽¹⁾	D	
Common Shares					700 ⁽²⁾	D	
Common Shares					3,552.55 ⁽³⁾	I	By 401(K) Plan
					12,354.55 ⁽⁴⁾	I	

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Common Shares								By Deferral Plan
Common Shares	11/29/2005		G V 385	D	\$ 0	2.56 ⁽⁵⁾	I	By Stock Purchase Plan

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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 15 ⁽⁶⁾	11/29/2005		M	1,000 ⁽⁶⁾	10/05/2001 - 10/04/2008	Common Shares	1,000 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARONOWITZ DAVID M C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTS LAWN ROAD MARYSVILLE, OH 43041			EVP, GC and Secretary	

Signatures

Kathy L. Uttley as attorney-in-fact for David M. Aronowitz 12/01/2005

 **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) On November 9, 2005, The Scotts Miracle-Gro Company distributed a 2-for-1 split of its common shares to shareholders of record on November 2, 2005, resulting in the reporting person's beneficial ownership of 12,800 additional common shares.
- (2) On November 9, 2005, The Scotts Miracle-Gro Company distributed a 2-for-1 split of its common shares to shareholders of record on November 2, 2005, resulting in the reporting person's beneficial ownership of 350 additional common shares.
- (3) On November 9, 2005, The Scotts Miracle-Gro Company distributed a 2-for-1 split of its common shares to shareholders of record on November 2, 2005, resulting in the reporting person's beneficial ownership of 1,781.74 additional common shares.
- (4) On November 9, 2005, The Scotts Miracle-Gro Company distributed a 2-for-1 split of its common shares to shareholders of record on November 2, 2005, resulting in the reporting person's beneficial ownership of 6,183.90 additional common shares.
- (5) On November 9, 2005, The Scotts Miracle-Gro Company distributed a 2-for-1 split of its common shares to shareholders of record on November 2, 2005, resulting in the reporting person's beneficial ownership of 193.78 additional common shares.
- (6) This stock option was previously reported as covering 14,500 common shares at an exercise price of \$30.00, but was adjusted to reflect the 2-for-1 split of the common shares which was distributed on November 9, 2005 to shareholders of record on November 2, 2005.

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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