

HAGEDORN KATHERINE LITTLEFIELD

Form 4

September 13, 2011

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *

HAGEDORN KATHERINE
LITTLEFIELD

(Last) (First) (Middle)

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

(Street)

MARYSVILLE, OH 43041

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO
[SMG]

3. Date of Earliest Transaction

(Month/Day/Year)

09/09/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director☐ Officer (give title
below)☒ 10% Owner☐ Other (specify
below)6. Individual or Joint/Group Filing(Check
Applicable Line)☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting
Person**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)
Common Shares				(A) or (D) Code V Amount Price	3,314,361	I	HPLP ⁽¹⁾

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.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: HAGEDORN KATHERINE LITTLEFIELD - Form 4

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. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	(2)	09/09/2011		A	16	(2)	(2)	Common Shares	16	\$ 47.24
Deferred Stock Units	(2)	09/09/2011		A	24	(2)	(2)	Common Shares	24	\$ 47.24
Deferred Stock Units	(2)	09/09/2011		A	19	(2)	(2)	Common Shares	19	\$ 47.24
Deferred Stock Units	(2)	09/09/2011		A	15	(2)	(2)	Common Shares	15	\$ 47.24

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGEDORN KATHERINE LITTLEFIELD C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTS LAWN ROAD MARYSVILLE, OH 43041	X	X		

Signatures

Kathy L. Uttley as attorney-in-fact for Katherine Hagedorn
Littlefield 09/13/2011

__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) 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 of the Issuer ("Common Shares"), to be the beneficial owner of the securities of the Issuer that are held by Hagedorn Partnership, L.P., a Delaware limited partnership in which the reporting person is a general partner

Edgar Filing: HAGEDORN KATHERINE LITTLEFIELD - Form 4

(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.

- (2) Additional deferred stock units received pursuant to dividend equivalents as a result of dividends paid with respect to the Common Shares of The Scotts Miracle-Gro Company underlying deferred stock units already held.

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.