

HAGEDORN JAMES

Form 4

August 24, 2012

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	08/23/2012		S		100	D \$ 42.4036	168,045.694 D
Common Shares	08/23/2012		S		100	D \$ 42.4001	167,945.694 D
Common Shares	08/23/2012		S		800	D \$ 42.36	167,145.694 D
Common Shares	08/23/2012		S		100	D \$ 42.4205	167,045.694 D
	08/23/2012		S		100	D	166,945.694 D

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Common Shares					\$ 42.3601		
Common Shares	08/23/2012	S	500	D	\$ 42.34	166,445.694	D
Common Shares	08/23/2012	S	200	D	\$ 42.355	166,245.694	D
Common Shares	08/23/2012	S	100	D	\$ 42.38	166,145.694	D
Common Shares	08/23/2012	S	500	D	\$ 42.294	165,645.694	D
Common Shares	08/23/2012	S	100	D	\$ 42.27	165,545.694	D
Common Shares	08/23/2012	S	100	D	\$ 42.2701	165,445.694	D
Common Shares	08/23/2012	S	300	D	\$ 42.2967	165,145.694	D
Common Shares	08/23/2012	S	200	D	\$ 42.3001	164,945.694	D
Common Shares	08/23/2012	S	200	D	\$ 42.305	164,745.694	D
Common Shares	08/23/2012	S	100	D	\$ 42.2801	164,645.694	D
Common Shares	08/23/2012	S	300	D	\$ 42.2833	164,345.694	D
Common Shares	08/23/2012	S	500	D	\$ 42.29	163,845.694	D
Common Shares	08/23/2012	S	200	D	\$ 42.2401	163,645.694	D
Common Shares	08/23/2012	S	500	D	\$ 42.266	163,145.694	D
Common Shares	08/23/2012	S	400	D	\$ 42.26	162,745.694	D
Common Shares	08/23/2012	S	100	D	\$ 42.2501	162,645.694	D
Common Shares	08/23/2012	S	400	D	\$ 42.175	162,245.694	D
Common Shares	08/23/2012	S	300	D	\$ 42.2767	161,945.694	D
Common Shares	08/23/2012	S	1,100	D	\$ 42.33	160,845.694	D
	08/23/2012	S	1,200	D	\$ 42.41	159,645.694	D

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Common
Shares

Common Shares	08/23/2012	S	600	D	\$ 42.42	159,045.694	D
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Common Shares	08/23/2012	S	500	D	\$ 42.37	158,545.694	D
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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)

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)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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HAGEDORN JAMES
C/O THE SCOTTS MIRACLE-GRO COMPANY
14111 SCOTTS LAWN ROAD
MARYSVILLE, OH 43041

X	X	Chairman and CEO
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Signatures

Kathy L. Uttley as attorney-in-fact for James
Hagedorn

08/24/2012

__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 5 of 8

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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