

BAKER MARK R  
Form 4  
February 03, 2006

**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 \*  
**BAKER MARK R**

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)

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

**02/01/2006**

(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	02/01/2006		M		12,000	A	\$ 34.15	16,000	D	
Common Shares	02/01/2006		S		1,000	D	\$ 50.1	15,000	D	
Common Shares	02/01/2006		S		4,500	D	\$ 50.15	10,500	D	
Common Shares	02/01/2006		S		400	D	\$ 50.32	10,100	D	
	02/01/2006		S		400	D		9,700	D	

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Common Shares					\$ 50.17		
Common Shares	02/01/2006	S	700	D	\$ 50.31	9,000	D
Common Shares	02/01/2006	S	500	D	\$ 50.3	8,500	D
Common Shares	02/01/2006	S	400	D	\$ 50.26	8,100	D
Common Shares	02/01/2006	S	800	D	\$ 50.2	7,300	D
Common Shares	02/01/2006	S	300	D	\$ 50.25	7,000 <sup>(1)</sup>	D

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.**

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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)	\$ 34.15 <u>(2)</u>	02/01/2006		M		12,000 <u>(2)</u>		01/28/2006	01/27/2015	Common Shares	12,000 <u>(2)</u>

## Reporting Owners

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

## Signatures

Kathy L. Uttley as attorney-in-fact for Mark R.  
Baker

02/03/2006

\_\_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 2,000 additional common shares.
- (2) This stock option was previously reported as covering 6,000 common shares at an exercise price of \$63.11 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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