

WALKER JOHN

Form 4

November 09, 2005

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 *
WALKER JOHN

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)
11/07/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O THE SCOTTS
COMPANY, 14111 SCOTTS LAWN
ROAD

(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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Shares | 11/07/2005 | | M | 5,500 A | \$ 34.125 6,600 | D | |
| Common Shares | 11/07/2005 | | S | 5,100 D | \$ 90.25 1,500 | D | |
| Common Shares | 11/07/2005 | | S | 400 D | \$ 90.52 1,100 | D | |
| Common Shares | 11/07/2005 | | M | 7,000 A | \$ 34.75 8,100 | D | |
| | 11/07/2005 | | S | 7,000 D | \$ 90 1,100 | D | |

Edgar Filing: WALKER JOHN - Form 4

Common
Shares

| | | | | | | | |
|------------------|------------|---|-------|---|---------------|-------|---|
| Common Shares | 11/08/2005 | M | 7,000 | A | \$ 39.6875 | 8,100 | D |
| Common Shares | 11/08/2005 | S | 4,900 | D | \$ 90 | 3,200 | D |
| Common Shares | 11/08/2005 | S | 100 | D | \$ 90.06 | 3,100 | D |
| Common Shares | 11/08/2005 | S | 2,000 | D | \$ 90.15 | 1,100 | 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.

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. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Stock Option (right to buy) | \$ 34.125 | 11/07/2005 | | M | 5,500 | 08/24/1999 01/29/2009 | Common Shares | 5,500 |
| Stock Option (right to buy) | \$ 34.75 | 11/07/2005 | | M | 7,000 | 08/16/2000 02/15/2010 | Common Shares | 7,000 |
| Stock Option (right to buy) | \$ 39.6875 | 11/08/2005 | | M | 7,000 | 07/19/2001 01/18/2011 | Common Shares | 7,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WALKER JOHN C/O THE SCOTTS COMPANY 14111 SCOTTS LAWN ROAD MARYSVILLE, OH 43041 | X | | | |

Signatures

| | |
|---|---------------------|
| Kathy L. Uttley as attorney-in-fact for John Walker | 11/09/2005 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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).

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.