

SCOTTS MIRACLE-GRO CO
Form 4
September 14, 2010

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 *
STUMP DENISE

2. Issuer Name and Ticker or Trading Symbol
SCOTTS MIRACLE-GRO CO
[SMG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Global Human Resources

(Last) (First) (Middle)
C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTS LAWN ROAD

3. Date of Earliest Transaction (Month/Day/Year)
09/10/2010

(Street)
MARYSVILLE, OH 43041

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

(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 or Price		
Common Shares	09/10/2010		A		189.31 (1)	A	\$ 49.913 42,885.162 D
Common Shares	09/10/2010		M		22,601	A	\$ 24.45 65,486.162 D
Common Shares	09/10/2010		D		11,035	D	\$ 50.08 54,451.162 D
Common Shares	09/13/2010		S(2)		500	D	\$ 50.03 53,951.162 D
	09/13/2010		S(2)		200	D	\$ 50.09 53,751.162 D

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Common Shares									
Common Shares	09/13/2010		S ⁽²⁾	700	D	\$ 50.08	53,051.162	D	
Common Shares	09/13/2010		S ⁽²⁾	200	D	\$ 50.06	52,851.162	D	
Common Shares	09/13/2010		S ⁽²⁾	600	D	\$ 50.04	52,251.162	D	
Common Shares	09/13/2010		S ⁽²⁾	100	D	\$ 50.21	52,151.162	D	
Common Shares	09/13/2010		S ⁽²⁾	100	D	\$ 50.16	52,051.162	D	
Common Shares	09/13/2010		S ⁽²⁾	100	D	\$ 50.13	51,951.162	D	
Common Shares	09/13/2010		S ⁽²⁾	1,000	D	\$ 50.12	50,951.162	D	
Common Shares	09/13/2010		S ⁽²⁾	700	D	\$ 50.11	50,251.162	D	
Common Shares	09/13/2010		S ⁽²⁾	200	D	\$ 50.05	50,051.162	D	
Common Shares	09/13/2010		S ⁽²⁾	7,166	D	\$ 50	42,885.162	D	
Common Shares	09/10/2010		A	3.484	A	\$ 50.1757	986.4162	I	By DSPP (3)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Stock										
Appreciation	\$ 24.45	09/10/2010		M	22,601	11/19/2006	11/18/2013	Common	22,6	
Right								Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUMP DENISE C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041			EVP, Global Human Resources	

Signatures

Kathy L. Uttley as attorney-in-fact for Denise S. Stump	09/14/2010
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__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).
Reflects common shares of the Issuer ("Common Shares") represented by amount credited to the benchmark Company stock fund within
 - (1) the reporting person's bookkeeping account under The Scotts Company LLC Executive Retirement Plan as a result of the crediting of amounts calculated as if invested in the Company stock fund as a result of dividends paid with respect to Common Shares.
 - (2) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 25, 2010.
 - (3) Common Shares were acquired pursuant to the dividend reinvestment feature of The Scotts Miracle-Gro Company Discounted Stock Purchase Plan (DSPP).

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.