

SANDERS BARRY W
 Form 4
 August 31, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 SANDERS BARRY W

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)
 EVP, North America

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN 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 | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|-------|---|--|-----------------------------------|
| | | | Code | V | Amount | Price | | | |
| Common Shares | 08/27/2010 | | M | | 23,795 | A | \$ 29.01 | 72,666.923 | D |
| Common Shares | 08/27/2010 | | S | | 895 | D | \$ 48.83 | 71,771.923 | D |
| Common Shares | 08/27/2010 | | S | | 200 | D | \$ 48.82 | 71,571.923 | D |
| Common Shares | 08/27/2010 | | S | | 900 | D | \$ 48.81 | 70,671.923 | D |
| | 08/27/2010 | | S | | 3,002 | D | \$ 48.8 | 67,669.923 | D |

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| | | | | | | | | | |
|---------------|------------|--|---|--------|---|-----------|------------|---|---------|
| Common Shares | | | | | | | | | |
| Common Shares | 08/27/2010 | | S | 100 | D | \$ 48.789 | 67,569.923 | D | |
| Common Shares | 08/27/2010 | | S | 1,300 | D | \$ 48.78 | 66,269.923 | D | |
| Common Shares | 08/27/2010 | | S | 1,800 | D | \$ 48.77 | 64,469.923 | D | |
| Common Shares | 08/27/2010 | | S | 3,200 | D | \$ 48.76 | 61,269.923 | D | |
| Common Shares | 08/27/2010 | | S | 8,000 | D | \$ 48.75 | 53,269.923 | D | |
| Common Shares | 08/27/2010 | | S | 100 | D | \$ 48.73 | 53,169.923 | D | |
| Common Shares | 08/27/2010 | | S | 300 | D | \$ 48.72 | 52,869.923 | D | |
| Common Shares | 08/27/2010 | | S | 400 | D | \$ 48.71 | 52,469.923 | D | |
| Common Shares | 08/27/2010 | | S | 1,598 | D | \$ 48.7 | 50,871.923 | D | |
| Common Shares | 08/27/2010 | | S | 2,000 | D | \$ 48.69 | 48,871.923 | D | |
| Common Shares | 08/27/2010 | | M | 28,549 | A | \$ 24.45 | 77,420.923 | D | |
| Common Shares | 08/27/2010 | | D | 14,328 | D | \$ 48.72 | 63,092.923 | D | |
| Common Shares | | | | | | | 287.1566 | I | By DSPP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
|-----------------------------|------|----------|-----|------------|------------------|-----------------|--------|----------------------------|---------------|--------|
| Stock Appreciation Right | | | | | | | | | | |
| | | \$ 24.45 | | 08/27/2010 | M | | 28,549 | 11/19/2006 11/18/2013 | Common Shares | 28,549 |
| Stock Option (right to buy) | | \$ 29.01 | | 08/27/2010 | M | | 23,795 | 12/01/2007 12/01/2014 | Common Shares | 23,795 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDERS BARRY W C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041 | | | EVP, North America | |

Signatures

Kathy L. Uttley as attorney-in-fact for Barry W. Sanders
 08/31/2010
 **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).

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.