HAGEDORN JAMES

Form 4 May 18, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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obligations

if no longer

Check this box

may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

HAGEDORN JAMES

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO [SMG]

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

(Last)

(City)

(First)

(Middle)

(Zin)

3. Date of Earliest Transaction

(Month/Day/Year) 05/16/2011

_X__ Director X_ Officer (give title

X__ 10% Owner _ Other (specify

below) CEO and Chairman

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

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MARYSVILLE, OH 43041

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative | Secur | ities Acqu | iired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|--|---|--------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securit on(A) or Dis (Instr. 3, 4) | sposed | of (D) | 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 | 05/16/2011 | | S <u>(1)</u> | 13,129 | D | \$ 58 | 2,960,827 | I | See footnotes (2) (3) |
| Common Shares | 05/17/2011 | | S <u>(1)</u> | 40,972 | D | \$ 57.09 | 2,919,855 | I | See footnotes (2) (3) |
| Common Shares | | | | | | | 67,643.987 | D | |
| Common | | | | | | | 4,231.6714 | I | By DSPP |

Shares

Common By 401(k) 31,685.347 I Shares Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8) | 5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | : | ate | Unde Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|--------------------------------------|---|---------------------------------------|--|---------------------|--------------------|---------------|--|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|------------------------------------|---------------|-----------|----------|-------|--|--|
| . 0 | Director | 10% Owner | Officer | Other | | |
| HAGEDORN JAMES | | | | | | |
| C/O THE SCOTTS MIRACLE-GRO COMPANY | X | X | CEO and | | | |
| 14111 SCOTTSLAWN ROAD | Λ | Λ | Chairman | | | |
| MARYSVILLE, OH 43041 | | | | | | |

Signatures

/s/ Rob McMahon, 05/18/2011 Attorney-in-Fact

**Signature of Reporting Person

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).
- Represents the sale for the account of James Hagedorn of a portion of his proportionate interest in the Issuer's common shares (the "Common Shares") held by the Hagedorn Partnership, L.P.

Reporting Owners 2

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- Pursuant to Exchange Act Rule 16a-1(a)(1), the Reporting Person may be deemed, solely for purposes of determining whether he is a beneficial owner of more than 10% of the Common Shares, to be the beneficial owner of the securities of the Issuer that are held by Hagedorn Partnership, L.P., a Delaware limited partnership in which the Reporting Person is a general partner.
- (3) Represents the aggregate proportionate interest of James Hagedorn and those family members in whose holdings he may be deemed to have a pecuniary interest in the Common Shares held by Hagedorn Partnership, L.P.

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.