SANDERS BARRY W

Form 4

August 31, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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obligations may continue. See Instruction

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)

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)

08/27/2010

Director 10% Owner X_ Officer (give title 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)

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

Person

MARYSVILLE, OH 43041

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of,	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)	omr Dispos (Instr. 3,	ed of	` ′	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	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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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	Title and Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securiti
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		
					(Instr. 3, 4,		

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and 5)

			Code V	(A)	` /	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Appreciation Right	\$ 24.45	08/27/2010	M		28,549	11/19/2006	11/18/2013	Common Shares	28,5
Stock Option (right to buy)	\$ 29.01	08/27/2010	M		23,795	12/01/2007	12/01/2014	Common Shares	23,7

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.

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