

HAGEDORN JAMES
Form 4/A
November 17, 2005

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 *
HAGEDORN JAMES

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)
Chairman, President and CEO

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

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2005

(Street)
MARYSVILLE, OH 43041

4. If Amendment, Date Original Filed(Month/Day/Year)
11/02/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Shares | | | | | 28,300 | D | |
| Common Shares | | | | | 9,824.43 ⁽¹⁾ | I | By 401(K) Plan |
| Common Shares | | | | | 3,579.45 ⁽²⁾ | I | By Deferral Plan |
| Common Shares | 08/01/2005 | | A | 28.62 A \$ 69.89 | 28.62 | I | By DSPP ⁽³⁾ |

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| | | | | | | | | |
|---------------|---------------------------|---|---------------------|---|-------------------------|-----------|---|--------------|
| Common Shares | 08/31/2005 | A | 27.11 | A | \$ 73.78 | 55.72 | I | By DSPP (3) |
| Common Shares | 09/02/2005 ⁽⁴⁾ | A | 0.06 ⁽⁴⁾ | A | \$ 82.99 ⁽⁴⁾ | 55.78 | I | By DSPP (3) |
| Common Shares | 09/30/2005 | A | 25.27 | A | \$ 79.14 | 81.06 | I | By DSPP (3) |
| Common Shares | 10/31/2005 | A | 25.31 | A | \$ 79.01 | 106.37 | I | By DSPP (3) |
| Common Shares | | | | | | 1,792,664 | I | See note (5) |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

Kathy L. Uttley as attorney-in-fact for James
Hagedorn

11/17/2005

__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).
- (1) Represents common shares held in the reporting person's account under The Scotts Company LLC Retirement Savings Plan ("401(K) Plan") a/o 9/30/05.
- (2) Represents common shares held in the reporting person's account under The Scotts Company LLC Executive Retirement Plan (the "Deferral Plan") a/o 9/30/05.
- (3) Common shares acquired under The Scotts Miracle-Gro Company Discounted Stock Purchase Plan (DSPP).
- (4) Common shares were acquired pursuant to the dividend reinvestment feature of the DSPP.
- (5) Represents the aggregate proportionate interests of the reporting person and those family members in whose holdings he may be deemed to have a pecuniary interest, in securities held by Hagedorn Partnership, L.P., a Delaware limited partnership of which the reporting person is a general partner.

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.