

SCOTTS MIRACLE-GRO CO
 Form 3
 May 05, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â SULLIVAN JOHN MARK</p> <p>(Last) (First) (Middle)</p> <p>C/O THE SCOTTS MIRACLE-GRO COMPANY,Â 14111 SCOTTSLAWN ROAD</p> <p>(Street)</p> <p>MARYSVILLE,Â OHÂ 43041</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/03/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SCOTTS MIRACLE-GRO CO [SMG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
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6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	9,000	D	Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (right to buy)	08/19/1998	02/18/2008	Common Shares	11,000	\$ 17.1875	D	Â
Stock Option (right to buy)	08/24/1999	02/23/2009	Common Shares	11,000	\$ 17.0625	D	Â
Stock Option (right to buy)	03/01/1997	08/31/2006	Common Shares	2,000	\$ 9.3125	D	Â
Stock Option (right to buy)	09/13/1997	03/12/2007	Common Shares	10,000	\$ 11.25	D	Â
Stock Option (right to buy)	08/16/2000	02/15/2010	Common Shares	12,000	\$ 17.375	D	Â
Stock Option (right to buy)	07/19/2001	01/18/2011	Common Shares	12,000	\$ 19.8438	D	Â
Stock Option (right to buy)	07/31/2003	01/26/2011	Common Shares	12,000	\$ 25.62	D	Â
Stock Option (right to buy)	07/30/2004	01/26/2011	Common Shares	12,000	\$ 31.555	D	Â
Stock Option (right to buy)	01/28/2006	01/26/2011	Common Shares	12,000	\$ 34.15	D	Â
Stock Option (right to buy)	07/28/2002	01/26/2011	Common Shares	12,000	\$ 23.565	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SULLIVAN JOHN MARK
C/O THE SCOTTS MIRACLE-GRO COMPANY
14111 SCOTTSLAWN ROAD
MARYSVILLE, OH 43041

Â X Â Â Â

Signatures

Kathy L. Uttley as attorney-in-fact for John M. Sullivan

05/05/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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Remarks:

Mr. Sullivan was re-appointed to serve as a Director of the Issuer to fill a vacancy. Mr. Sullivan

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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