## Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

SCOTTS M Form 4	IRACLE-GRO C	ĊO									
September 0	01, 2010										
									OMB APPROVAL		
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COM Washington, D.C. 20549							OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 c Form 5 obligatio may con See Instr 1(b).	ger o 16. or Filed pu ins tinue. Section 170	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, e. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section								January 31, 2005 werage rs per 0.5	
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> STUMP DENISE			2. Issuer Name <b>and</b> Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN ROAD			3. Date of Earliest Transaction (Month/Day/Year) 08/31/2010					Director 10% Owner X Officer (give title Other (specify below) below) EVP, Global Human Resources			
	(Street)	(Street) 4. If Amendment, Date Origi Filed(Month/Day/Year)				Applicable Line)			oint/Group Filing(Check One Reporting Person		
MARYSVILLE, OH 43041									Form filed by More than One Reporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securit	ties Acqu	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of (Ē and 5) (A) or	))	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	08/31/2010			Code V A	Amount 11.7619	(D) A	Price \$ 42.51	982.9322	Ι	By DSPP (1)	
Common Shares								42,695.852	D		

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

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 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)	Code		onNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		7. Title at Amount of Underlyin Securities (Instr. 3 a	of ing es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
Dono	rting C	Whore		Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
STUMP DENISE C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041			EVP, Global Human Resources					
Signatures								
Kathy L. Uttley as attorney-in-fact for Denise S. Stump		09/01/2010						
<u>**</u> 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) Common shares acquired under The Scotts Miracle-Gro Company Discounted Stock Purchase Plan (DSPP).

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.