

SCOTTS MIRACLE-GRO CO  
Form 4  
October 14, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**

(Last) (First) (Middle)

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

(Street)

**MARYSVILLE, OH 43041**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SCOTTS MIRACLE-GRO CO [SMG]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/12/2005**

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

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**

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 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)         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Common Shares                   | 10/12/2005                           |  | A                              | 14,300 A \$ 0   | 42,600  | D  |   |
| Common Shares                   |                                      |  |                                |   | 10,030.19 <sup>(1)</sup>  | I  | By 401(K) Plan                            |
| Common Shares                   |                                      |  |                                |   | 4,307.8 <sup>(2)</sup>  | I  | By Deferral Plan                          |
| Common Shares                   |                                      |  |                                |   | 1,792,664   | I  | See note <sup>(3)</sup><br><sup>(4)</sup> |

Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

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.**

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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy)                | \$ 85.01   | 10/12/2005                           |  | A                              | 76,500  | 10/12/2008 10/12/2015                                    | Common Shares   | 76,500                     |

## Reporting Owners

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

## Signatures

Kathy L. Uttley as attorney-in-fact for James Hagedorn 10/14/2005

\_\_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 Issuer's Retirement Savings Plan ("401(K) Plan") a/o 9/30/05.
- (2) Represents common shares held in the reporting person's account under the Issuer's Executive Retirement Plan (the "Deferral Plan") a/o 9/30/05.
- (3) 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

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

person is a general partner.

- (4) Hagedorn Partnership, L.P. is 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.