

SCOTTS MIRACLE-GRO CO

Form 4

September 04, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NORTON PATRICK J

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)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

08/31/2007

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

MARYSVILLE, OH 43041

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	08/31/2007		M		60,000	A	\$ 16.03	162,500	D	
Common Shares	08/31/2007		S		200	D	\$ 45.68	162,300	D	
Common Shares	08/31/2007		S		300	D	\$ 45.22	162,000	D	
Common Shares	08/31/2007		S		2,500	D	\$ 45.05	159,500	D	
	08/31/2007		S		10,900	D	\$ 45.1	148,600	D	

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Common
Shares

Common Shares	08/31/2007	S	6,300	D	\$ 45	142,300	D
Common Shares	08/31/2007	S	1,700	D	\$ 45.14	140,600	D
Common Shares	08/31/2007	S	9,900	D	\$ 45.15	130,700	D
Common Shares	08/31/2007	S	100	D	\$ 45.16	130,600	D
Common Shares	08/31/2007	S	1,900	D	\$ 45.17	128,700	D
Common Shares	08/31/2007	S	2,000	D	\$ 45.18	126,700	D
Common Shares	08/31/2007	S	11,400	D	\$ 45.2	115,300	D
Common Shares	08/31/2007	S	4,200	D	\$ 45.13	111,100	D
Common Shares	08/31/2007	S	600	D	\$ 45.24	110,500	D
Common Shares	08/31/2007	S	700	D	\$ 45.25	109,800	D
Common Shares	08/31/2007	S	100	D	\$ 45.26	109,700	D
Common Shares	08/31/2007	S	3,000	D	\$ 45.6	106,700	D
Common Shares	08/31/2007	S	2,200	D	\$ 45.27	104,500	D
Common Shares	08/31/2007	S	2,000	D	\$ 45.23	102,500	D

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Code	or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				V	(A) (D)				
Stock Option (right to buy)	\$ 16.03	08/31/2007	M		60,000	05/18/2003	05/17/2010	Common Shares	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORTON PATRICK J C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTS LAWN ROAD MARYSVILLE, OH 43041	X			

Signatures

Kathy L. Uttley as attorney-in-fact for Patrick J. Norton	09/04/2007
**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.

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