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

	IIRACLE-GRO C	CO										
Form 4	14 2010											
December 1										PROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check t if no lor subject Section	to <b>STATE</b>	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	Filed pu ons ntinue. Section 17	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 <u>*</u> STUMP DENISE			2. Issuer Name <b>and</b> Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			[SMG]					( Applicate)				
	(First) ( SCOTTS MIRAC Y, 14111 SCOTT			Day/Year)	Transaction			Director X Officer (give t low) EVP, Globa				
MARYSV	Filed(Month/Day/Year) A					. Individual or Joint/Group Filing(Check pplicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting erson						
(City)	(State)	(Zip)	T - 1		Deriver	a				0		
1.Title of Security (Instr. 3)	1.Title of2. Transaction Date2A. DeemedSecurity(Month/Day/Year)Execution Date, if		ed Date, if	3.	4. Securitie	s Acqu f (D)	uired (A) or	) or 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of		
Common Shares	12/10/2010			Code V A	Amount 187.125 (1)	(D) A	Price \$ 50.748	(Instr. 3 and 4) 38,172.287	D			
Common Shares	12/10/2010			А	3.5888	A	\$ 50.5402	1,022.369	I	By DSPP		

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 (9-02) required to respond unless the form displays a currently valid OMB control number.

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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)	4. Transactio Code (Instr. 8)	onNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D)		7. Title Amount Underly Securitie (Instr. 3	nt of ying ies	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
Repo	rting O	owners		Code V	 Date Exercisable	Expiration Date	o Title N o	Amount or Number of Shares		

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		12/14/2010						
<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).

Reflects common shares of the Issuer ("Common Shares") represented by amount credited to the benchmark Company stock fund within
(1) the reporting person's bookkeeping account under The Scotts Company LLC Executive Retirement Plan as a result of the crediting of amounts calculated as if invested in the Company stock fund as a result of dividends paid with respect to Common Shares.

(2) Common Shares were acquired pursuant to the dividend reinvestment feature of 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.