

SCOTTS MIRACLE-GRO CO
Form 4
June 08, 2009

FORM 4

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

OMB APPROVAL

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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 *
STUMP DENISE

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
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP, Global Human Resources

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

(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 or Price | | |
| Common Shares | 10/24/2008 | | A | | \$ 37,609. ⁽¹⁾ 22.269 | A | D |
| Common Shares | 11/04/2008 | | A | | \$ 36,483,035. ⁽³⁾ 27.41 | A | D |
| Common Shares | 11/26/2008 | | A | | \$ 27,263. ⁽¹⁾ 30.719 | A | D |
| Common Shares | 12/02/2008 | | A | | \$ 27,712. ⁽¹⁾ 29.139 | A | D |
| | 12/04/2008 | | A | | \$ 152,196. ⁽⁴⁾ | A | D |

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| | | | | | | | | |
|---------------|------------|--|---|------------------------|----|-----------|------------|---|
| Common Shares | | | | | \$ | 30.259 | | |
| Common Shares | 02/19/2009 | | A | 149.736 ⁽⁴⁾ | A | \$ 30.929 | 46,999.037 | D |
| Common Shares | 06/04/2009 | | A | 136.052 ⁽⁴⁾ | A | \$ 34.177 | 47,135.089 | D |
| Common Shares | 06/04/2009 | | A | 1.9887 | A | \$ 34.365 | 777.4711 | I |

By DSPP ⁽⁵⁾

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.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STUMP DENISE
C/O THE SCOTTS MIRACLE-GRO COMPANY
14111 SCOTTS LAWN ROAD
MARYSVILLE, OH 43041

EVP, Global Human Resources

Signatures

Kathy L. Uttley as attorney-in-fact for Denise S. Stump

06/08/2009

 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 represented by amount credited to the benchmark Company stock fund within the reporting person's bookkeeping account under The Scotts Company LLC Executive Retirement Plan as a result of the reporting person's election to defer a percentage of the reporting person's compensation and to treat such amount as invested in the benchmark Company stock fund.

(1) Includes 321.486 common shares of the Issuer represented by amount previously credited to the benchmark Company stock fund within the reporting person's account under The Scotts Company LLC Executive Retirement Plan as of October 8, 2008, on which date The Scotts Company LLC Executive Retirement Plan was amended to authorize the grant of retention awards thereunder.

Reflects common shares of the Issuer represented by amount credited to the benchmark Company stock fund within the reporting person's bookkeeping account under The Scotts Company LLC Executive Retirement Plan as a result of the reporting person's election to treat the retention award granted to the reporting person on October 8, 2008 as invested in the benchmark Company stock fund.

(2) Reflects common shares of the Issuer represented by amount credited to the benchmark Company stock fund within 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 of the Issuer.

(3) 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.

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