SANDERS BARRY W

Form 4

November 12, 2010

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

OMB Number:

3235-0287

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

Estimated average

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

SANDERS BARRY W

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO

[SMG]

(Month/Day/Year)

11/10/2010

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

below)

President

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

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MARYSVILLE, OH 43041

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Shares	11/10/2010		Code V A	Amount 20,000 (1)	(D)	Price \$ 0	64,059.11	D	
Common Shares	11/10/2010		S(2)	300	D	\$ 50.27	63,759.11	D	
Common Shares	11/10/2010		S(2)	300	D	\$ 50.25	63,459.11	D	
Common Shares	11/10/2010		S(2)	300	D	\$ 50.24	63,159.11	D	
	11/10/2010		S(2)	100	D	\$ 50.23	63,059.11	D	

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C								
Common Shares								
Common Shares	11/10/2010	S(2)	300	D	\$ 50.22	62,759.11	D	
Common Shares	11/10/2010	S(2)	300	D	\$ 50.21	62,459.11	D	
Common Shares	11/10/2010	S(2)	200	D	\$ 50.2	62,259.11	D	
Common Shares	11/10/2010	S(2)	102	D	\$ 50.19	62,157.11	D	
Common Shares	11/10/2010	S(2)	1,198	D	\$ 50.18	60,959.11	D	
Common Shares	11/10/2010	S(2)	2,305	D	\$ 50.17	58,654.11	D	
Common Shares	11/10/2010	S(2)	4,120	D	\$ 50.16	54,534.11	D	
Common Shares	11/10/2010	S(2)	3,495	D	\$ 50.15	51,039.11	D	
Common Shares	11/10/2010	S(2)	2,095	D	\$ 50.14	48,944.11	D	
Common Shares	11/10/2010	S(2)	2,188	D	\$ 50.13	46,756.11	D	
Common Shares	11/10/2010	S(2)	997	D	\$ 50.12	45,759.11	D	
Common Shares	11/10/2010	S(2)	400	D	\$ 50.11	45,359.11	D	
Common Shares	11/10/2010	S(2)	900	D	\$ 50.1	44,459.11	D	
Common Shares	11/10/2010	S(2)	300	D	\$ 50.09	44,159.11	D	
Common Shares	11/10/2010	S(2)	100	D	\$ 50.073	44,059.11	D	
Common Shares						305.0903	I	By DSPP

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	٥
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	J
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
	_				(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	TC'41	or		
						Exercisable Date	Date		Number		
				C 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANDERS BARRY W C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041

President

9. Nu Deriv Secu

Own

Repo Trans (Instr

Signatures

Kathy L. Uttley as attorney-in-fact for Barry W. Sanders

11/12/2010

**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) These common shares of the Issuer reflect performance shares earned based upon the level of performance goals satisfied for the 2010 fiscal year performance period.
- (2) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 27, 2010. 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.

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