## Edgar Filing: HAGEDORN PAUL - Form 4

Form 4	N PAUL										
September 15, 2011									OMB APPROVAL		
	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 or 5 form 5 or 5							OMB Number:	3235-0287		
if no long subject to Section 1 Form 4 o Form 5								e Act of 1934,	Expires:January 3 200Estimated average burden hours per response0		
obligations may continue. See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type I	Responses)										
HAGEDORN PAUL Symbol			er Name <b>and</b> Ticker or Trading TS MIRACLE-GRO CO ]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				of Earliest Transaction Day/Year) 2011				Director    X 10% Owner       Officer (give title     Other (specify below)			
	(Street) 4. If Ame Filed(Mor				ate Origina r)	l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PORT WAS	SHINGTON, NY	11050						Form filed by M Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securi	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		n Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit or(A) or Dis (Instr. 3, 4) Amount	sposed	of (D)	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)	
Common Shares	09/14/2011			S <u>(1)</u>	78,600		\$ 47.13	2,962,738	Ι	See footnotes $(2)$ $(3)$	

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

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
FB	Director	10% Owner	Officer	Other				
HAGEDORN PAUL C/O HAGEDORN PARTNERSHIP, L.P 800 PORT WASHINGTON BOULEVA PORT WASHINGTON, NY 11050		Х						
Signatures								
/s/ Rob McMahon, Attorney-in-Fact	09/15/2011							
**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 the sale for the account of Paul Hagedorn and certain family members of a portion of their proportionate interest in the Issuer's common shares (the "Common Shares") held by the Hagedorn Partnership, L.P.
- Pursuant to Exchange Act Rule 16a-1(a)(1), the Reporting Person may be deemed, solely for purposes of determining whether he is a
  (2) beneficial owner of more than 10% of the Common Shares, to be the beneficial owner of the securities of the Issuer that are held by Hagedorn Partnership, L.P., a Delaware limited partnership in which the Reporting Person is a general partner.
- (3) Represents the aggregate proportionate interest of Paul Hagedorn and those family members in whose holdings he may be deemed to have a pecuniary interest in the Common Shares held by Hagedorn Partnership, L.P.

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.