HAGEDORN PAUL

Form 4

February 21, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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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

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **HAGEDORN PAUL**

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO

(Check all applicable)

5. Relationship of Reporting Person(s) to

[SMG]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

02/16/2012

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

C/O HAGEDORN PARTNERSHIP. L.P., 800 PORT WASHINGTON

(First)

BOULEVARD

(Instr. 3)

Common

Shares

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Issuer

PORT WASHINGTON, NY 11050

02/16/2012

(Street)

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

3. 4. Securities Acquired Execution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)

Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of (D) or

(Instr. 4)

I

7. Nature of Ownership Indirect Form: Direct Beneficial Ownership (Instr. 4) Indirect (I)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

 $S^{(1)}$ 57,538 D

2,960,983

See footnotes (2)(3)

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

(Month/Day/Year)

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	Derivative		Securities		(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title	or Namel		
									Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HAGEDORN PAUL C/O HAGEDORN PARTNERSHIP, L.P. 800 PORT WASHINGTON BOULEVARD PORT WASHINGTON, NY 11050

X

Signatures

/s/ Rob McMahon, Attorney-in-Fact

02/21/2012

**Signature of Reporting Person

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).
- Represents the sale for the account of Paul Hagedorn and certain family members of a portion of their proportionate interest in the Issuer's **(1)** 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.
- 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.

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