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

	RACLE-GRO C	0											
Form 4	1 2012												
December 1											PROVAL		
FORM	UNITED	STATES				ND EX( D.C. 20		NGE C	OMMISSION	OMB OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	6. Filed pur inue.	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							Expires: January Estimated average burden hours per response				
(Print or Type I	Responses)												
Hagedorn Partnership, L.P. Symbol				er Name <b>and</b> Ticker or Trading ΓS MIRACLE-GRO CO					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				e of Earliest Transaction n/Day/Year) /2012					Director    X 10% Owner       Officer (give title     Other (specify below)				
			endment, Date Original onth/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>					
PORT WAS	SHINGTON, NY	11050							Form filed by M Person	ore than One Re	porting		
(City)	(State)	(Zip)	Tabl	le I - No	on-D	erivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ed Date, if	3. Transa Code	actio 8)	4. Securiti n(A) or Dis (Instr. 3, 4) Amount	ies Acosposed	quired of (D) i) Price	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		
Common Shares	12/10/2012			S		59,312	D	\$ 41.12	17,947,413	D			

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.

 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	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Hagedorn Partnership, L.P. 800 PORT WASHINGTON BOULEVA PORT WASHINGTON, NY 11050	RD	Х						
Signatures								
/s/ Rob McMahon, Attorney-in-Fact	12/11/2012							
**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).

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.