Edgar Filing: Evans David C - Form 4

| Form 4 | i C | | | | | | | | | | |
|--|--|--|--|--|--------------------------|---|----------------------|--|--|---|--|
| June 14, 201 | | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMB AF OMB Number: | 3235-0287 | | |
| Check th | | x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | | January 31, | |
| if no lon subject to Section 2 Form 4 c | o SIAIEN 16. or | | | | | | | | | 2005 verage rs per 0.5 | |
| Form 5 obligations may continue. See Instruction 1(b). 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) | | | | | | | | | | |
| | | | 2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO | | | | 2 | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| | | | [SMG] | | | | | | | | |
| (1 | | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/10/2010 | | | | Director 10% Owner XOfficer (give title Other (specify below) below) EVP and CFO | | | |
| | (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 | | | | | |
| MARYSVI | LLE, OH 43041 | | | | | | : | Form filed by M Person | ore than One Re | porting | |
| (City) | (State) | (Zip) | Tab | le I - Non-I | Derivative S | ecurit | ies Acqu | ired, Disposed of, | or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Date, if | 3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) | | |)) |) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Shares | 06/10/2010 | | | Code V A | Amount 101.192 (1) | or (D) A | Price \$ 46.04 | (Instr. 3 and 4) 55,971.923 | 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)

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| 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. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owna 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 | | | | | |
|--|---------------|------------|-------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Evans David C C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041 | | | EVP and CFO | | | |
| Signatures | | | | | | |
| Kathy L. Uttley as attorney-in-fact for David C. Evans | (| 06/14/2010 | | | | |
| **Signature of Reporting Person | | Date | | | | |
| Explanation of Responses: | | | | | | |

xplanation 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 (1) 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.

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.