Evans David C Form 4 August 25, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Evans David C

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO

5. Relationship of Reporting Person(s) to

Issuer

[SMG]

(Check all applicable)

3. Date of Earliest Transaction (Month/Day/Year)

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

C/O THE SCOTTS MIRACLE-GRO

(Middle)

08/23/2010

EVP and CFO

COMPANY, 14111 SCOTTSLAWN ROAD

(First)

(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) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit or Dispos (Instr. 3,	(A) or	` ′	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	08/23/2010		M	23,795	A	\$ 29.01	79,766.923	D	
Common Shares	08/23/2010		S	200	D	\$ 49.2	79,566.923	D	
Common Shares	08/23/2010		S	200	D	\$ 49.17	79,366.923	D	
Common Shares	08/23/2010		S	200	D	\$ 49.16	79,166.923	D	
	08/23/2010		S	100	D		79,066.923	D	

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Common Shares					\$ 49.153
Common Shares	08/23/2010	S	100	D	\$ 49.14 78,966.923 D
Common Shares	08/23/2010	S	700	D	\$ 49.08 78,266.923 D
Common Shares	08/23/2010	S	400	D	\$ 49.07 77,866.923 D
Common Shares	08/23/2010	S	1,100	D	\$ 49.1 76,766.923 D
Common Shares	08/23/2010	S	1	D	\$ 49.23 76,765.923 D
Common Shares	08/23/2010	S	900	D	\$ 49.11 75,865.923 D
Common Shares	08/23/2010	S	125	D	\$ 49.09 75,740.923 D
Common Shares	08/23/2010	S	2,400	D	\$ 49.06 73,340.923 D
Common Shares	08/23/2010	S	3,400	D	\$ 49.05 69,940.923 D
Common Shares	08/23/2010	S	4,200	D	\$ 49.04 65,740.923 D
Common Shares	08/23/2010	S	2,508	D	\$ 49.03 63,232.923 D
Common Shares	08/23/2010	S	3,200	D	\$ 49.02 60,032.923 D
Common Shares	08/23/2010	S	2,418	D	\$ 49.01 57,614.923 D
Common Shares	08/23/2010	S	4,643	D	\$ 49 52,971.923 D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Ionth/Day/Year) Execution Date, if		orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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Derivative or Disposed of Security (D)

(Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount

Exercisable Date

or Number of Shares

Stock

buy)

Option \$29.01 08/23/2010

M

23,795 12/01/2007 12/01/2014

/01/2014 Common

Shares 23,795

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

08/25/2010

**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).

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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