#### SANDERS BARRY W

Form 4

January 25, 2011

## FORM 4

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

**OMB APPROVAL** 

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Check this box

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Middle)

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* SANDERS BARRY W

(First)

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO

[SMG]

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

01/21/2011

Director X\_ Officer (give title

Issuer

below)

Other (specify below)

10% Owner

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN

ROAD

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

President

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MARYSVILLE, OH 43041

(State) (Zip)

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

1.Title of Security (Instr. 3)

(City)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Indirect Form: Direct (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

5. Amount of

Code V Amount (D) Price

Common Shares

44,244.137 D

Common Shares

317.6316

By DSPP

**SEC 1474** 

(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 51.73	01/21/2011		A	46,400	01/21/2014	01/20/2021	Common Shares	46,400

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANDERS BARRY W C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041

President

## **Signatures**

Kathy L. Uttley as attorney-in-fact for Barry W. Sanders

01/25/2011

\*\*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).

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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