Edgar Filing: SANDERS BARRY W - Form 4

SANDERS Form 4	BARRY W										
September	_								OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287		
Check t if no lor subject Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						January 31 Expires: 200 Estimated average burden hours per response 0.				
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> SANDERS BARRY W			2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (SCOTTS MIRAC Y, 14111 SCOTT		(Month/	of Earliest 7 Day/Year) 2011	Fransaction			Director X Officer (give below)]		Owner r (specify	
				endment, D onth/Day/Yea	Date Original ar)		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MARYSV	ILLE, OH 43041							Form filed by Me Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative S	Securi	ties Acqu	ired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)		action Date 2A. Deemed Day/Year) Execution Date, if any (Month/Day/Year)		Code (Instr. 3, 4 and 5)				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	09/09/2011			Code V A	Amount 241.755 (1)	(D) A	Price \$ 47.271	(Instr. 3 and 4) 44,835.477	D		
Common Shares	09/09/2011			А	2.299	А	\$ 46.52	2 364.5174	Ι	By DSPP (2)	

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

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(9-02)

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day. e	6. Date Exercisable and Expiration Date (Month/Day/Year)		le and int of clying ities 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own 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				
FB	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		09/13/2011			
**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).

Reflects common shares of the Issuer ("Common Shares") represented by amount credited to the benchmark Company stock fund within
 (1) the reporting person's 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.

(2) Common Shares were acquired pursuant to the dividend reinvestment feature of The Scotts Miracle-Gro Company Discounted Stock Purchase Plan (DSPP).

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.