

Brockman Vincent C
 Form 4
 January 25, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Brockman Vincent C

2. Issuer Name and Ticker or Trading Symbol
 SCOTTS MIRACLE-GRO CO [SMG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, GC and Secretary

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTS LAWN ROAD

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Shares | 01/23/2013 | | M | | 5,000 | A | 24,784.583 | D | |
| Common Shares | 01/23/2013 | | S ⁽²⁾ | | 200 | D | \$ 44.57 24,584.583 | D | |
| Common Shares | 01/23/2013 | | S ⁽²⁾ | | 200 | D | \$ 44.58 24,384.583 | D | |
| Common Shares | 01/23/2013 | | S ⁽²⁾ | | 100 | D | \$ 44.61 24,284.583 | D | |
| | 01/23/2013 | | S ⁽²⁾ | | 200 | D | \$ 44.62 24,084.583 | D | |

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| | | | | | | | | |
|---------------|------------|-------------|-----|---|------------|------------|---|---------|
| Common Shares | | | | | | | | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 800 | D | \$ 44.63 | 23,284.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 100 | D | \$ 44.6301 | 23,184.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 100 | D | \$ 44.64 | 23,084.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 800 | D | \$ 44.65 | 22,284.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 100 | D | \$ 44.66 | 22,184.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 100 | D | \$ 44.67 | 22,084.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 400 | D | \$ 44.68 | 21,684.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 100 | D | \$ 44.7 | 21,584.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 300 | D | \$ 44.73 | 21,284.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 100 | D | \$ 44.74 | 21,184.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 100 | D | \$ 44.76 | 21,084.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 100 | D | \$ 44.77 | 20,984.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 100 | D | \$ 44.775 | 20,884.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 100 | D | \$ 44.78 | 20,784.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 100 | D | \$ 44.79 | 20,684.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 400 | D | \$ 44.8 | 20,284.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 300 | D | \$ 44.81 | 19,984.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 100 | D | \$ 44.82 | 19,884.583 | D | |
| Common Shares | 01/23/2013 | <u>S(2)</u> | 100 | D | \$ 44.84 | 19,784.583 | D | |
| | | | | | | 14.23 | I | By DSPP |

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restricted stock unit represents a contingent right to receive one common share of the Issuer ("Common Share"). The restricted stock units vested on January 20, 2013.

- (2) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 20, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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