

SCOTTS MIRACLE-GRO CO
Form 4
March 05, 2007

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 *
DONALD ARNOLD 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)

(Last) (First) (Middle)

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

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

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of 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 Number of Shares
Stock Option (right to buy)	\$ 16.69 <u>(1)</u>	03/01/2007 ⁽¹⁾		J ⁽¹⁾		2,656	⁽²⁾	07/19/2001	01/18/2011	Common Shares	2,656
Director Stock Units (Phantom Stock)	⁽³⁾	03/01/2007 ⁽⁴⁾		J ⁽⁴⁾		143.2321	⁽⁵⁾	⁽⁶⁾	⁽⁶⁾	Common Shares	143.2321
Director Stock Units (Phantom Stock)	⁽³⁾	03/01/2007 ⁽⁴⁾		J ⁽⁴⁾		120.8758	⁽⁵⁾	⁽⁶⁾	⁽⁶⁾	Common Shares	120.8758
Stock Option (right to buy)	\$ 19.82 <u>(1)</u>	03/01/2007 ⁽¹⁾		J ⁽¹⁾		2,657	⁽²⁾	07/28/2002	01/27/2012	Common Shares	2,657
Stock Option (right to buy)	\$ 21.54 <u>(1)</u>	03/01/2007 ⁽¹⁾		J ⁽¹⁾		2,652	⁽²⁾	07/31/2003	01/30/2013	Common Shares	2,652
Stock Option (right to buy)	\$ 26.53 <u>(1)</u>	03/01/2007 ⁽¹⁾		J ⁽¹⁾		2,274	⁽²⁾	07/30/2004	01/29/2014	Common Shares	2,274
Stock Option (right to buy)	\$ 28.72 <u>(1)</u>	03/01/2007 ⁽¹⁾		J ⁽¹⁾		2,280	⁽²⁾	01/28/2006	01/27/2015	Common Shares	2,280
Stock Option (right to buy)	\$ 41.66 <u>(1)</u>	03/01/2007 ⁽¹⁾		J ⁽¹⁾		2,469	⁽²⁾	01/27/2007	01/27/2016	Common Shares	2,469
Stock Option (right to buy)	\$ 44.69 <u>(1)</u>	03/01/2007 ⁽¹⁾		J ⁽¹⁾		2,492	⁽²⁾	01/26/2008	01/26/2017	Common Shares	2,492

