

SCOTTS MIRACLE-GRO CO  
 Form 4  
 December 16, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 NORTON PATRICK J

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

12/12/2008

(Street)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Shares                   | 12/12/2008                           |  | M                              |   | 14,350  | A  | \$ 16.03                                   |
| Common Shares                   | 12/12/2008                           |  | S                              |   | 4,500   | D  | \$ 29                                      |
| Common Shares                   | 12/12/2008                           |  | S                              |   | 500   | D  | \$ 29.01                                   |
| Common Shares                   | 12/12/2008                           |  | S                              |   | 9,200   | D  | \$ 29.05                                   |
|                                 | 12/12/2008                           |  | S                              |   | 150   | D  |  |

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|               |            |  |   |        |    |          |           |
|---------------|------------|--|---|--------|----|----------|-----------|
| Common Shares |            |  |   |        | \$ | 29.06    |           |
| Common Shares | 12/12/2008 |  | M | 15,650 | A  | \$ 16.8  | 118,150 D |
| Common Shares | 12/12/2008 |  | S | 2,350  | D  | \$ 29.06 | 115,800 D |
| Common Shares | 12/12/2008 |  | S | 200    | D  | \$ 29.07 | 115,600 D |
| Common Shares | 12/12/2008 |  | S | 5,200  | D  | \$ 29.1  | 110,400 D |
| Common Shares | 12/12/2008 |  | S | 500    | D  | \$ 29.11 | 109,900 D |
| Common Shares | 12/12/2008 |  | S | 100    | D  | \$ 29.12 | 109,800 D |
| Common Shares | 12/12/2008 |  | S | 400    | D  | \$ 29.13 | 109,400 D |
| Common Shares | 12/12/2008 |  | S | 600    | D  | \$ 29.15 | 108,800 D |
| Common Shares | 12/12/2008 |  | S | 5,700  | D  | \$ 29.2  | 103,100 D |
| Common Shares | 12/12/2008 |  | S | 200    | D  | \$ 29.23 | 102,900 D |
| Common Shares | 12/12/2008 |  | S | 200    | D  | \$ 29.25 | 102,700 D |
| Common Shares | 12/12/2008 |  | S | 200    | D  | \$ 29.26 | 102,500 D |

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)

| 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)   |  | Title   |

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|                                      |          |            |   |        | Date<br>Exercisable | Expiration<br>Date |                  | Amount<br>or<br>Number<br>of Shares |  |
|--------------------------------------|----------|------------|---|--------|---------------------|--------------------|------------------|-------------------------------------|--|
| Stock<br>Option<br>(right to<br>buy) | \$ 16.03 | 12/12/2008 | M | 14,350 | 05/18/2003          | 05/17/2010         | Common<br>Shares | 14,350                              |  |
| Stock<br>Option<br>(right to<br>buy) | \$ 16.8  | 12/12/2008 | M | 15,650 | 10/23/2004          | 10/21/2011         | Common<br>Shares | 15,650                              |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| NORTON PATRICK J<br>C/O THE SCOTTS MIRACLE-GRO COMPANY<br>14111 SCOTTS LAWN ROAD<br>MARYSVILLE, OH 43041 | X             |           |         |       |

## Signatures

|  |            |
|--|------------|
| Kathy L. Uttley as attorney-in-fact for Patrick J.<br>Norton | 12/16/2008 |
| **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.  
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