

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2013-01-16**  
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### REPORTING OWNER

#### HAGEDORN JAMES

CIK: **1180171**

Type: **4** | Act: **34** | File No.: **001-11593** | Film No.: **13534773**

Mailing Address

*C/O SCOTTS CO*

*14111 SCOTTSLAWN ROAD*

*MARYSVILLE OH 43041*

### ISSUER

#### SCOTTS MIRACLE-GRO CO

CIK: **825542** | IRS No.: **311414921** | State of Incorporation: **OH** | Fiscal Year End: **0930**

SIC: **2870** Agricultural chemicals

Mailing Address

*14111 SCOTTSLAWN ROAD*

*N/A*

*MARYSVILLE OH 43041*

Business Address

*14111 SCOTTSLAWN ROAD*

*MARYSVILLE OH 43041*

*9376440011*

**FORM 4**

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

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person <b>HAGEDORN JAMES</b>			2. Issuer Name and Ticker or Trading Symbol <b>SCOTTS MIRACLE-GRO CO [SMG]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/16/2013</b>					
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) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>MARYSVILLE, OH 43041</b>								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	01/16/2013		<u>S</u> (1)		366	D	\$44.5401	54,378.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		1,700	D	\$44.54	52,678.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		1,100	D	\$44.56	51,578.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		1,400	D	\$44.53	50,178.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		100	D	\$44.5301	50,078.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		900	D	\$44.55	49,178.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		200	D	\$44.5501	48,978.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		2,034	D	\$44.57	46,944.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		674	D	\$44.58	46,270.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		200	D	\$44.5801	46,070.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		1,496	D	\$44.6	44,574.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		500	D	\$44.5901	44,074.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		100	D	\$44.62	43,974.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		4	D	\$44.63	43,970.953	D	

Common Shares	01/16/2013		<u>S</u> (1)		200	D	\$44.635	43,770.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		1,000	D	\$44.64	42,770.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		900	D	\$44.65	41,870.953	D	
Common Shares	01/16/2013		<u>S</u> (1)		400	D	\$44.66	41,470.953	D	
Common Shares								33,747.195	I	By 401(K) Plan
Common Shares								2,522,787	I	HPLP (2)
Common Shares								5,354.7841	I	By DSPP

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2012.
- Pursuant to Exchange Act Rule 16a-1(a)(1), the reporting person may be deemed, solely for purposes of determining whether he is a beneficial owner of more than 10% of the Common Shares, to be the beneficial owner of the securities of the Issuer that are held by Hagedorn Partnership, L.P., a Delaware limited partnership in which the reporting person is a general partner (the "Partnership"). Represents the aggregate proportionate interest of the reporting person and those family members in whose holdings he may be deemed to have a pecuniary interest, in Common Shares held by the Partnership.

**Remarks:**

Form 1 of 2

**Signatures**

Kathy L. Uttley as attorney-in-fact for James Hagedorn

\*\* Signature of Reporting Person

01/17/2013

Date

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

\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

POWER OF ATTORNEY

The undersigned officer and/or director of The Scotts Miracle-Gro Company (the "Company"), hereby constitutes and appoints each of Chris Crowder, James Turoff and Kathy L. Uttley, signing singly, the undersigned's true and lawful attorney-in-fact and agent to:

1) execute for, in the name of and on behalf of the undersigned Forms 3, 4 and 5 with respect to the securities of the Company beneficially owned by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act") and the rules and regulations thereunder and Form 144 with respect to the securities of the Company beneficially owned by the undersigned in accordance with Rule 144 under the Securities Act of 1933, as amended (the "Securities Act");

2) do and perform any and all acts for, in the name of and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or such Form 144, complete and execute any amendment or amendments thereto, and timely file any such form (and any such amendment or amendments) with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the above-named attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the 1934 Act and/or Rule 144 under the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 or Form 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the above-named attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power  
of Attorney to be executed as of this 1st day of April, 2009.

/s/ James Hagedorn  
Signature

James Hagedorn  
Print Name