Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

SCOTTS M Form 4 October 02,	IRACLE-GRO C 2006	CO									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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							OMB APPROVAL OMB 3235-028 Number: January 31 Expires: January 31 2009 Estimated average burden hours per response 0.9				
(Last) C/O THE S	Address of Reporting	(Middle)	Symbol SCOTT [SMG] 3. Date c	TS MIRA of Earliest T Day/Year)	d Ticker or 7 CLE-GRC Yransaction		2	X Director X Officer (give below)	all applicable X 10%) 5 Owner	
								6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MARYSVI (City)	LLE, OH 43041 (State)	(Zip)	Tab	le I - Non-l	Derivative S	Securit		_X_ Form filed by O Form filed by M Person iired, Disposed of,	ore than One Re	porting	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)		ned 1 Date, if	3. Transactio Code (Instr. 8)	4. Securitio our Dispose (Instr. 3, 4	es Acq d of (E and 5) (A) or	uired (A)))	 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)	
Common Shares	09/29/2006			Code V A	Amount 49.9501	(D) A	Price \$ 40.04	762.0168	Ι	By DSPP (1)	

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

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 control number.

 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date		Amount or Number of Shares		

Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HAGEDORN JAMES C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	Х	х	CEO and Chairman			
Signatures						
Kathy L. Uttley as attorney-in-fact for James Hagedorn	10/	02/2006				
**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).

(1) Common shares acquired under 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.