

SANDERS BARRY W
 Form 4
 November 12, 2010

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 *
 SANDERS BARRY 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)
 C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2010

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

(Street)
 MARYSVILLE, OH 43041

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

(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)	Price		
Common Shares	11/10/2010		A	V	20,000 (1)	A	\$ 0 64,059.11 D
Common Shares	11/10/2010		S(2)		300	D	\$ 50.27 63,759.11 D
Common Shares	11/10/2010		S(2)		300	D	\$ 50.25 63,459.11 D
Common Shares	11/10/2010		S(2)		300	D	\$ 50.24 63,159.11 D
	11/10/2010		S(2)		100	D	\$ 50.23 63,059.11 D

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Common Shares								
Common Shares	11/10/2010	<u>S(2)</u>	300	D	\$ 50.22	62,759.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	300	D	\$ 50.21	62,459.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	200	D	\$ 50.2	62,259.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	102	D	\$ 50.19	62,157.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	1,198	D	\$ 50.18	60,959.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	2,305	D	\$ 50.17	58,654.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	4,120	D	\$ 50.16	54,534.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	3,495	D	\$ 50.15	51,039.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	2,095	D	\$ 50.14	48,944.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	2,188	D	\$ 50.13	46,756.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	997	D	\$ 50.12	45,759.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	400	D	\$ 50.11	45,359.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	900	D	\$ 50.1	44,459.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	300	D	\$ 50.09	44,159.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	100	D	\$ 50.073	44,059.11	D	
Common Shares						305.0903	I	By DSPP

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

