

HAGEDORN KATHERINE LITTLEFIELD
 Form 4
 May 09, 2011

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 *
 HAGEDORN KATHERINE
 LITTLEFIELD

(Last) (First) (Middle)

C/O THE SCOTTS MIRACLE-GRO
 COMPANY, 14111 SCOTTSLAWN
 ROAD

(Street)

MARYSVILLE, OH 43041

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SCOTTS MIRACLE-GRO CO
 [SMG]

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)		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)
				Code	V Amount or Price			
Common Shares	05/05/2011		M		14,277 A \$ 19.82	14,277	D	
Common Shares	05/05/2011		S		562 D \$ 57.23	13,715	D	
Common Shares	05/05/2011		S		1,000 D \$ 57.24	12,715	D	
Common Shares	05/05/2011		S		400 D \$ 57.25	12,315	D	
	05/05/2011		S		100 D \$ 57.26	12,215	D	

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Common Shares									
Common Shares	05/05/2011		S	200	D	\$ 57.27	12,015	D	
Common Shares	05/05/2011		S	3,300	D	\$ 57.5	8,715	D	
Common Shares	05/05/2011		S	100	D	\$ 57.505	8,615	D	
Common Shares	05/05/2011		S	700	D	\$ 57.51	7,915	D	
Common Shares	05/05/2011		S	300	D	\$ 57.52	7,615	D	
Common Shares	05/05/2011		S	600	D	\$ 57.53	7,015	D	
Common Shares	05/05/2011		S	2,738	D	\$ 57.55	4,277	D	
Common Shares	05/05/2011		S	2,877	D	\$ 57.6	1,400	D	
Common Shares	05/05/2011		S	500	D	\$ 57.61	900	D	
Common Shares	05/05/2011		S	200	D	\$ 57.62	700	D	
Common Shares	05/05/2011		S	300	D	\$ 57.63	400	D	
Common Shares	05/05/2011		S	400	D	\$ 57.64	0	D	
Common Shares	05/05/2011		<u>S</u> ⁽¹⁾	15,121	D	\$ 57.31	3,355,248	I	HPLP ⁽²⁾
Common Shares	05/06/2011		<u>S</u> ⁽¹⁾	40,887	D	\$ 57.62	3,314,361	I	HPLP ⁽²⁾

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Stock Option (right to buy)	\$ 19.82	05/05/2011	M	14,277	07/28/2002	01/27/2012	Common Shares	14,277

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGEDORN KATHERINE LITTLEFIELD C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X	X		

Signatures

Kathy L. Uttley as attorney-in-fact for Katherine Hagedorn Littlefield 05/09/2011

__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) Represents the sale for the account of Katherine Littlefield of a portion of her proportionate interest in the Issuer's common shares (the "Common Shares") held by the Hagedorn Partnership, L.P.
- (2) Pursuant to Exchange Act Rule 16a-1(a)(1), the Reporting Person may be deemed, solely for purposes of determining whether she 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.

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.