

SHERN STEPHANIE M
Form 4
December 10, 2012

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 *
SHERN STEPHANIE M

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 SCOTTSLAWN ROAD

12/03/2012

(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 | 12/03/2012 | | M | | 15,470 | A | \$ 28.72 |
| Common Shares | 12/03/2012 | | S ⁽¹⁾ | | 1,300 | D | \$ 41.31 |
| Common Shares | 12/03/2012 | | S ⁽¹⁾ | | 1,500 | D | \$ 41.32 |
| Common Shares | 12/03/2012 | | S ⁽¹⁾ | | 2,012 | D | \$ 41.33 |
| | 12/03/2012 | | S ⁽¹⁾ | | 1,700 | D | |
| | | | | | | | 10,958 |

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| | | | | | | | | |
|---------------|------------|------------------|-------|---|--|----------|-------|---|
| Common Shares | | | | | | \$ 41.34 | | |
| Common Shares | 12/03/2012 | S ⁽¹⁾ | 3,658 | D | | \$ 41.35 | 7,300 | D |
| Common Shares | 12/03/2012 | S ⁽¹⁾ | 3,200 | D | | \$ 41.36 | 4,100 | D |
| Common Shares | 12/03/2012 | S ⁽¹⁾ | 1,400 | D | | \$ 41.37 | 2,700 | D |
| Common Shares | 12/03/2012 | S ⁽¹⁾ | 400 | D | | \$ 41.38 | 2,300 | D |
| Common Shares | 12/03/2012 | S ⁽¹⁾ | 200 | D | | \$ 41.39 | 2,100 | D |
| Common Shares | 12/03/2012 | S ⁽¹⁾ | 100 | D | | \$ 41.4 | 2,000 | D |

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.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (right to buy) | \$ 28.72 | 12/03/2012 | | M | 15,470 | 01/28/2006 | 01/27/2015 | Common Shares | 15,470 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHERN STEPHANIE M | | X | | |

C/O THE SCOTTS MIRACLE-GRO COMPANY
14111 SCOTTSLAWN ROAD
MARYSVILLE, OH 43041

Signatures

Kathy L. Uttley as attorney-in-fact for Stephanie M.
Shern

12/10/2012

__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) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 20, 2012.

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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