

SHERN STEPHANIE M
 Form 4
 May 11, 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

05/10/2012

(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	05/10/2012		M		15,463	A	\$ 26.53
Common Shares	05/10/2012		S ⁽¹⁾		2,863	D	\$ 47.12
Common Shares	05/10/2012		S ⁽¹⁾		800	D	\$ 47.13
Common Shares	05/10/2012		S ⁽¹⁾		100	D	\$ 47.14
	05/10/2012		S ⁽¹⁾		200	D	
							13,500

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Common Shares					\$	47.21	
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	3,300	D	\$	47.28	10,200 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	100	D	\$	47.29	10,100 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	900	D	\$	47.31	9,200 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	800	D	\$	47.34	8,400 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	1,000	D	\$	47.35	7,400 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	400	D	\$	47.37	7,000 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	453	D	\$	47.38	6,547 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	500	D	\$	47.4	6,047 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	347	D	\$	47.43	5,700 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	400	D	\$	47.44	5,300 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	100	D	\$	47.45	5,200 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	448	D	\$	47.46	4,752 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	148	D	\$	47.47	4,604 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	100	D	\$	47.53	4,504 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	204	D	\$	47.56	4,300 D
Common Shares	05/10/2012	<u>S⁽¹⁾</u>	2,300	D	\$	47.39	2,000 D

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)

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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
Stock Option (right to buy)	\$ 26.53	05/10/2012		M	15,463	07/30/2004 01/29/2014	Common Shares	15,463

Reporting Owners

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

Signatures

Kathy L. Uttley as attorney-in-fact for Stephanie M. Shern
 Date: 05/11/2012

__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 February 24, 2012.

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.