

Brockman Vincent C  
 Form 4  
 October 01, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Brockman Vincent C

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)  
 EVP, GC and Secretary

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	09/29/2010		M	9,518 A \$ 29.01	55,572.109	D	
Common Shares	09/29/2010		S <sup>(1)</sup>	9,518 D \$ 52	46,054.109	D	
Common Shares	09/29/2010		M	5,949 A \$ 35.74	52,003.109	D	
Common Shares	09/29/2010		S <sup>(1)</sup>	5,949 D \$ 52	46,054.109	D	
	09/29/2010		M	2,814 A	48,868.109	D	

Edgar Filing: Brockman Vincent C - Form 4

Common Shares						\$ 38.58		
Common Shares	09/29/2010	S <sup>(1)</sup>	100	D	\$ 52.06	48,768.109	D	
Common Shares	09/29/2010	S <sup>(1)</sup>	100	D	\$ 52.05	48,668.109	D	
Common Shares	09/29/2010	S <sup>(1)</sup>	500	D	\$ 52.04	48,168.109	D	
Common Shares	09/29/2010	S <sup>(1)</sup>	400	D	\$ 52.02	47,768.109	D	
Common Shares	09/29/2010	S <sup>(1)</sup>	400	D	\$ 52.01	47,368.109	D	
Common Shares	09/29/2010	S <sup>(1)</sup>	1,314	D	\$ 52	46,054.109	D	
Common Shares						13.4579	I	By DSPP

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.**

SEC 1474  
(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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 29.01	09/29/2010		M	9,518	12/01/2007 12/01/2014	Common Shares	9,518
Stock Option (right to buy)	\$ 35.74	09/29/2010		M	5,949	10/12/2008 10/12/2015	Common Shares	5,949

Stock Option (right to buy)	\$ 38.58	09/29/2010	M	2,814	10/11/2009	10/11/2016	Common Shares	2,814
--------------------------------------	----------	------------	---	-------	------------	------------	------------------	-------

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brockman Vincent C C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041			EVP, GC and Secretary	

## Signatures

Kathy L. Uttley as attorney-in-fact for Vincent C. Brockman	10/01/2010
**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 August 19, 2010.
- 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.