Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

SCOTTS MI Form 4 August 17, 20	RACLE-GRO	CO									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								-	OMB APPROVAL		
	SECURITIES AND EXCHANGE C Washington, D.C. 20549				NGE (COMMISSION	OMB Number:	3235-0287			
Check this if no long subject to	or	DOX				GES IN BENEFICIAL OWNERS				January 31, 2005	
Section 10 Form 4 or	SECURITIES						Estimated average burden hours per				
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 1(b).										0.5	
(Print or Type R	esponses)										
1. Name and Address of Reporting Person _2. Issuer Name and Ticker or Trading5. RelationshipHAGEDORN PARTNERSHIPS L PSymbolIssuer					-	f Reporting Person(s) to					
			SCOTTS MIRACLE-GRO CO [SMG])	(Check all applicable)			
(Mont				Date of Earliest Transaction Ionth/Day/Year) 8/15/2006				Director X10% Owner Officer (give title Other (specify below)			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
PORT WAS	HINGTON, N	Y 11050						Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative	Securi	ties Acc	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any		3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)			d of	Securities Beneficially (Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Shares	08/15/2006			Code V S	Amount 5,000	or (D) D	Price \$ 38.3	(Instr. 3 and 4)	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.

 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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
HAGEDORN PARTNERSHIPS L P 800 PORT WASHINGTON BOULEVARD PORT WASHINGTON, NY 11050)	Х					
Signatures							
Rob McMahon, 08/16	5/2006						

Attorney-in-Fact **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). **
- The number of common shares has been adjusted to reflect the 2-for-1 stock split by The Scotts Miracle-Gro Company on November 9, (1) 2005 to shareholders of record on November 2, 2005.

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.