#### SCOTTS MIRACLE-GRO CO

Form 4

November 13, 2006

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **HAGEDORN JAMES** 

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

SCOTTS MIRACLE-GRO CO

(Check all applicable)

President, CEO and Chairman

[SMG]

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

11/09/2006

\_X\_ Director X\_\_ 10% Owner X\_ Officer (give title

below)

\_ Other (specify

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

(Street)

(First)

(Middle)

ROAD

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

Person

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(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	11/09/2006		M	8,000	A	\$ 9.6875	132,300	D	
Common Shares	11/09/2006		S	2,000	D	\$ 49.4	124,300	D	
Common Shares	11/09/2006		S	3,000	D	\$ 49.45	121,300	D	
Common Shares	11/09/2006		S	3,000	D	\$ 49.5	118,300	D	
	11/10/2006		M	6,000	A		124,300	D	

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Common Shares					\$ 9.6875	
Common Shares	11/10/2006	S	100	D	\$ 49.34 124,200	D
Common Shares	11/10/2006	S	3,900	D	\$ 49.3 120,300	D
Common Shares	11/10/2006	S	2,000	D	\$ 49.25 118,300	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	Securities		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 9.6875	11/09/2006		M		8,000	12/10/1999	12/09/2006	Common Shares	8,000
Stock Option (right to buy)	\$ 9.6875	11/10/2006		M		6,000	12/10/1999	12/09/2006	Common Shares	6,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HAGEDORN JAMES C/O THE SCOTTS MIRACLE-GRO COMPANY	X	X	President, CEO and					
14111 SCOTTSLAWN ROAD			Chairman					

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MARYSVILLE, OH 43041

## **Signatures**

Kathy L. Uttley as attorney-in-fact for James Hagedorn 11/13/2006

\*\*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).

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.

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