

SCOTTS MIRACLE-GRO CO
Form 4
March 05, 2007

FORM 4

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

OMB APPROVAL

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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 *
BRUNNER GORDON F

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 SCOTTS LAWN ROAD

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

(Street)

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (right to buy)	\$ 26.53 <u>(1)</u>	03/01/2007 <u>(1)</u>		J <u>(1)</u>		2,653	<u>(2)</u>	07/30/2004	01/29/2014	Common Shares	2,653
Director Stock Units (Phantom Stock)	<u>(3)</u>	03/01/2007 <u>(4)</u>		J <u>(4)</u>		270.5496	<u>(5)</u>	<u>(6)</u>	<u>(6)</u>	Common Shares	270.5496 <u>(5)</u>
Stock Option (right to buy)	\$ 27.39 <u>(1)</u>	03/01/2007 <u>(1)</u>		J <u>(1)</u>		1,043	<u>(2)</u>	11/06/2004	05/05/2014	Common Shares	1,043
Director Stock Units (Phantom Stock)	<u>(3)</u>	03/01/2007 <u>(4)</u>		J <u>(4)</u>		321.7039	<u>(5)</u>	<u>(6)</u>	<u>(6)</u>	Common Shares	321.7039 <u>(5)</u>
Stock Option (right to buy)	\$ 28.72 <u>(1)</u>	03/01/2007 <u>(1)</u>		J <u>(1)</u>		2,660	<u>(2)</u>	01/28/2006	01/27/2015	Common Shares	2,660
Director Stock Units (Phantom Stock)	<u>(3)</u>	03/01/2007 <u>(4)</u>		J <u>(4)</u>		153.0841	<u>(5)</u>	<u>(6)</u>	<u>(6)</u>	Common Shares	153.0841 <u>(5)</u>
Stock Option (right to buy)	\$ 41.66 <u>(1)</u>	03/01/2007 <u>(1)</u>		J <u>(1)</u>		2,659	<u>(2)</u>	01/27/2007	01/27/2016	Common Shares	2,659
Director Stock Units (Phantom Stock)	<u>(3)</u>	03/01/2007 <u>(4)</u>		J <u>(4)</u>		142.6637	<u>(5)</u>	<u>(7)</u>	<u>(7)</u>	Common Shares	142.6637 <u>(5)</u>
Stock	\$ 44.69	03/01/2007 <u>(1)</u>		J <u>(1)</u>		2,683	<u>(2)</u>	01/26/2008	01/26/2017	Common	2,683

