WALKER JOHN

Form 4

November 10, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

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0.5

Estimated average

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * **WALKER JOHN**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SCOTTS MIRACLE-GRO CO

(Check all applicable)

[SMG]

(Month/Day/Year)

11/09/2005

(Middle)

3. Date of Earliest Transaction

_X__ Director Officer (give title

10% Owner _ Other (specify

C/O THE SCOTTS COMPANY, 14111 SCOTTSLAWN

(Street)

(First)

ROAD

(Last)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

MARYSVILLE, OH 43041

(City)	(State) ((Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	y 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. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	11/09/2005		Code V M	Amount 7,000	(D)	Price \$ 47.13	(Instr. 3 and 4) 8,100	D	
Common Shares	11/09/2005		S	4,000	D	\$ 90	4,100	D	
Common Shares	11/09/2005		S	300	D	\$ 90.02	3,800	D	
Common Shares	11/09/2005		S	2,700	D	\$ 90.01	1,100	D	
	11/09/2005		M	7,000	Α		8.100	D	

Common Shares					\$ 51.24		
Common Shares	11/09/2005	S	2,000	D	\$ 90.25	6,100	D
Common Shares	11/09/2005	S	2,800	D	\$ 90.95	3,300	D
Common Shares	11/09/2005	S	200	D	\$ 90.97	3,100	D
Common Shares	11/09/2005	S	2,000	D	\$ 91	1,100	D
Common Shares	11/09/2005	M	6,500	A	\$ 63.11	7,600	D
Common Shares	11/09/2005	S	1,000	D	\$ 91.17	6,600	D
Common Shares	11/09/2005	S	2,100	D	\$ 91.18	4,500	D
Common Shares	11/09/2005	S	1,400	D	\$ 91.15	3,100	D
Common Shares	11/09/2005	S	400	D	\$ 91.13	2,700	D
Common Shares	11/09/2005	S	1,600	D	\$ 91.1	1,100	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.

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date Un		Underlying S	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	\$ 47.13	11/09/2005		M	7,000	07/28/2002	01/27/2012		7,000	

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Stock Option (right to buy)					Common Shares
Stock Option (right to buy)	\$ 51.24	11/09/2005	M	7,000 07/31/2003 01/30/2	2013 Common Shares 7,000
Stock Option (right to buy)	\$ 63.11	11/09/2005	M	6,500 07/30/2004 01/29/2	2014 Common Shares 6,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WALKER JOHN C/O THE SCOTTS COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X					

Signatures

Kathy L. Uttley as attorney-in-fact for John
Walker

**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.

Reporting Owners 3