

Evans David C  
 Form 4  
 August 25, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Evans David 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 and CFO

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 or Price		
Common Shares	08/23/2010		M		23,795 A \$ 29.01	79,766.923	D
Common Shares	08/23/2010		S		200 D \$ 49.2	79,566.923	D
Common Shares	08/23/2010		S		200 D \$ 49.17	79,366.923	D
Common Shares	08/23/2010		S		200 D \$ 49.16	79,166.923	D
	08/23/2010		S		100 D	79,066.923	D

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Common Shares					\$	49.153	
Common Shares	08/23/2010	S	100	D	\$ 49.14	78,966.923	D
Common Shares	08/23/2010	S	700	D	\$ 49.08	78,266.923	D
Common Shares	08/23/2010	S	400	D	\$ 49.07	77,866.923	D
Common Shares	08/23/2010	S	1,100	D	\$ 49.1	76,766.923	D
Common Shares	08/23/2010	S	1	D	\$ 49.23	76,765.923	D
Common Shares	08/23/2010	S	900	D	\$ 49.11	75,865.923	D
Common Shares	08/23/2010	S	125	D	\$ 49.09	75,740.923	D
Common Shares	08/23/2010	S	2,400	D	\$ 49.06	73,340.923	D
Common Shares	08/23/2010	S	3,400	D	\$ 49.05	69,940.923	D
Common Shares	08/23/2010	S	4,200	D	\$ 49.04	65,740.923	D
Common Shares	08/23/2010	S	2,508	D	\$ 49.03	63,232.923	D
Common Shares	08/23/2010	S	3,200	D	\$ 49.02	60,032.923	D
Common Shares	08/23/2010	S	2,418	D	\$ 49.01	57,614.923	D
Common Shares	08/23/2010	S	4,643	D	\$ 49	52,971.923	D

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

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(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				
Stock Option (right to buy)	\$ 29.01	08/23/2010	M	23,795	12/01/2007	12/01/2014	Common Shares	23,795

## Reporting Owners

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

## Signatures

Kathy L. Uttley as attorney-in-fact for David C. Evans	08/25/2010
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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.

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