

Edgar Filing: SANDERS BARRY W - Form 4

Common Shares									
Common Shares	11/07/2012	S ⁽³⁾	400	D	\$ 43.36	24,355.872	D		
Common Shares	11/07/2012	S ⁽³⁾	100	D	\$ 43.355	24,255.872	D		
Common Shares	11/07/2012	S ⁽³⁾	500	D	\$ 43.35	23,755.872	D		
Common Shares	11/07/2012	S ⁽³⁾	200	D	\$ 43.34	23,555.872	D		
Common Shares	11/07/2012	S ⁽³⁾	100	D	\$ 43.31	23,455.872	D		
Common Shares	11/07/2012	S ⁽³⁾	100	D	\$ 43.305	23,355.872	D		
Common Shares	11/07/2012	S ⁽³⁾	100	D	\$ 43.3	23,255.872	D		
Common Shares	11/07/2012	S ⁽³⁾	3,624	D	\$ 43.29	19,631.872	D		
Common Shares						461.8101	I		By DSPP

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. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDERS BARRY W C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041			President and COO	

Signatures

Kathy L. Uttley as attorney-in-fact for Barry W. Sanders	11/07/2012
**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).
Reflects common shares of the Issuer ("Common Shares") sold by the recordkeeper of The Scotts Company LLC Executive Retirement Plan (the "ERP") to satisfy tax withholding liability of the reporting person in connection with the distribution of 9,713.80 Common Shares previously credited to the benchmark Company stock fund within the reporting person's bookkeeping account under the ERP as a result of the reporting person's election to treat the retention award entered into on November 4, 2008 as invested in the benchmark Company stock fund.
- (1) Includes 19,631.872 Common Shares credited to the benchmark Company stock fund within the reporting person's bookkeeping account under the ERP due to (1) the reporting person's election to treat the retention award granted to the reporting person on November 4, 2008 as invested in the benchmark Company stock fund, and (2) crediting of amounts calculated as if invested in the Company stock fund as a result of dividends paid with respect to Common Shares.
- (2) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 22, 2012.
- (3)

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.