

HAGEDORN KATHERINE LITTLEFIELD
 Form 4
 December 11, 2012

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 *
 HAGEDORN KATHERINE
 LITTLEFIELD

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 SCOTTSLAWN
 ROAD

12/10/2012

(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		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	(A) or (D)				Price
Common Shares	12/10/2012		M		14,273	A	\$ 21.54	14,273	D	
Common Shares	12/10/2012		S		200	D	\$ 41.035	14,073	D	
Common Shares	12/10/2012		S		500	D	\$ 41.018	13,573	D	
Common Shares	12/10/2012		S		733	D	\$ 41.03	12,840	D	
	12/10/2012		S		400	D	\$ 41.01	12,440	D	

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Common Shares									
Common Shares	12/10/2012		S	373	D	\$ 41	12,067	D	
Common Shares	12/10/2012		S	300	D	\$ 41.0267	11,767	D	
Common Shares	12/10/2012		S	267	D	\$ 41.0338	11,500	D	
Common Shares	12/10/2012		S	1,400	D	\$ 41.09	10,100	D	
Common Shares	12/10/2012		S	200	D	\$ 41.06	9,900	D	
Common Shares	12/10/2012		S	300	D	\$ 41.11	9,600	D	
Common Shares	12/10/2012		S	400	D	\$ 41.095	9,200	D	
Common Shares	12/10/2012		S	400	D	\$ 41.07	8,800	D	
Common Shares	12/10/2012		S	200	D	\$ 41.08	8,600	D	
Common Shares	12/10/2012		S	200	D	\$ 41.1	8,400	D	
Common Shares	12/10/2012		S	400	D	\$ 41.14	8,000	D	
Common Shares	12/10/2012		S	200	D	\$ 41.16	7,800	D	
Common Shares	12/10/2012		S	200	D	\$ 41.165	7,600	D	
Common Shares							3,314,361	I	HPLP ⁽¹⁾

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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