

SCOTTS MIRACLE-GRO CO
Form 3
January 31, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â SANDERS BARRY W
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/25/2007

3. Issuer Name and Ticker or Trading Symbol
SCOTTS MIRACLE-GRO CO [SMG]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
EVP Global Tech and Operations

C/O THE SCOTTS
MIRACLE-GRO
COMPANY,Â 14111
SCOTTSLAWN ROAD
(Street)

MARYSVILLE,Â OHÂ 43041
(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	7,500	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (right to buy)	11/07/2005	11/06/2012	Common Shares	10,000	\$ 23.925	D	Â
Stock Appreciation Right	11/19/2006	11/18/2013	Common Shares	24,000	\$ 29.08	D	Â
Stock Option (right to buy)	12/01/2007	12/01/2014	Common Shares	20,000	\$ 34.5	D	Â
Stock Option (right to buy)	10/12/2008	10/12/2015	Common Shares	22,600	\$ 42.505	D	Â
Performance Shares	Â <u>(1)</u>	04/01/2007	Common Shares	10,000	\$ <u>(1)</u>	D	Â
Stock Option (right to buy)	10/11/2009	10/11/2016	Common Shares	13,000	\$ 45.88	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDERS BARRY W C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTS LAWN ROAD MARYSVILLE, OH 43041	Â	Â	Â EVP Global Tech and Operations	Â

Signatures

Kathy L. Uttley as attorney-in-fact for Barry W. Sanders
Date: 01/31/2007
**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Each performance share represents a contingent right to receive one common share of The Scotts Miracle-Gro Company. The (1) performance shares will vest on April 1, 2007 if Mr. Sanders has established FY06 and FY07 strategic goals and metrics for his Business Unit.

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.