

SANDERS BARRY W
 Form 4
 November 12, 2010

FORM 4

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

OMB APPROVAL

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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 *
 SANDERS BARRY W

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)
 President

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTS LAWN ROAD

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	11/10/2010		A		20,000 <u>(1)</u>	A	\$ 0 64,059.11 D
Common Shares	11/10/2010		S ⁽²⁾		300	D	\$ 50.27 63,759.11 D
Common Shares	11/10/2010		S ⁽²⁾		300	D	\$ 50.25 63,459.11 D
Common Shares	11/10/2010		S ⁽²⁾		300	D	\$ 50.24 63,159.11 D
	11/10/2010		S ⁽²⁾		100	D	\$ 50.23 63,059.11 D

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Common Shares								
Common Shares	11/10/2010	<u>S(2)</u>	300	D	\$ 50.22	62,759.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	300	D	\$ 50.21	62,459.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	200	D	\$ 50.2	62,259.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	102	D	\$ 50.19	62,157.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	1,198	D	\$ 50.18	60,959.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	2,305	D	\$ 50.17	58,654.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	4,120	D	\$ 50.16	54,534.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	3,495	D	\$ 50.15	51,039.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	2,095	D	\$ 50.14	48,944.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	2,188	D	\$ 50.13	46,756.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	997	D	\$ 50.12	45,759.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	400	D	\$ 50.11	45,359.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	900	D	\$ 50.1	44,459.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	300	D	\$ 50.09	44,159.11	D	
Common Shares	11/10/2010	<u>S(2)</u>	100	D	\$ 50.073	44,059.11	D	
Common Shares						305.0903	I	By DSPP

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)**

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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 Owned Following Transaction (Instr. 6)
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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	

Signatures

Kathy L. Uttley as attorney-in-fact for Barry W. Sanders	11/12/2010
**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).
 - (1) These common shares of the Issuer reflect performance shares earned based upon the level of performance goals satisfied for the 2010 fiscal year performance period.
 - (2) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 27, 2010.
- 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.