

ARONOWITZ DAVID M
Form 4
December 01, 2005

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 *
ARONOWITZ DAVID M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, GC and Secretary

(Last) (First) (Middle)
C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTS LAWN ROAD

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2005

(Street)
MARYSVILLE, OH 43041

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Shares | 11/29/2005 | | M | | 1,000 A \$ 15 | 26,600 | D |
| Common Shares | 11/29/2005 | | S | | 1,000 D \$ 46.54 | 25,600 ⁽¹⁾ | D |
| Common Shares | | | | | | 700 ⁽²⁾ | D |
| Common Shares | | | | | | 3,552.55 ⁽³⁾ | I |
| | | | | | | 12,354.55 ⁽⁴⁾ | I |

By 401(K) Plan

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) On November 9, 2005, The Scotts Miracle-Gro Company distributed a 2-for-1 split of its common shares to shareholders of record on November 2, 2005, resulting in the reporting person's beneficial ownership of 12,800 additional common shares.
- (2) On November 9, 2005, The Scotts Miracle-Gro Company distributed a 2-for-1 split of its common shares to shareholders of record on November 2, 2005, resulting in the reporting person's beneficial ownership of 350 additional common shares.
- (3) On November 9, 2005, The Scotts Miracle-Gro Company distributed a 2-for-1 split of its common shares to shareholders of record on November 2, 2005, resulting in the reporting person's beneficial ownership of 1,781.74 additional common shares.
- (4) On November 9, 2005, The Scotts Miracle-Gro Company distributed a 2-for-1 split of its common shares to shareholders of record on November 2, 2005, resulting in the reporting person's beneficial ownership of 6,183.90 additional common shares.
- (5) On November 9, 2005, The Scotts Miracle-Gro Company distributed a 2-for-1 split of its common shares to shareholders of record on November 2, 2005, resulting in the reporting person's beneficial ownership of 193.78 additional common shares.
- (6) This stock option was previously reported as covering 14,500 common shares at an exercise price of \$30.00, but was adjusted to reflect the 2-for-1 split of the common shares which was distributed on November 9, 2005 to shareholders of record on November 2, 2005.

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.