

WALKER JOHN
Form 4
November 09, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WALKER JOHN

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)
11/07/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O THE SCOTTS
COMPANY, 14111 SCOTSLAWN
ROAD

(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 (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	(A) or (D)			
Common Shares	11/07/2005		M		5,500	A	\$ 34.125	6,600	D
Common Shares	11/07/2005		S		5,100	D	\$ 90.25	1,500	D
Common Shares	11/07/2005		S		400	D	\$ 90.52	1,100	D
Common Shares	11/07/2005		M		7,000	A	\$ 34.75	8,100	D
	11/07/2005		S		7,000	D	\$ 90	1,100	D

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Common Shares							
Common Shares	11/08/2005		M	7,000	A	\$ 39.6875	8,100 D
Common Shares	11/08/2005		S	4,900	D	\$ 90	3,200 D
Common Shares	11/08/2005		S	100	D	\$ 90.06	3,100 D
Common Shares	11/08/2005		S	2,000	D	\$ 90.15	1,100 D

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

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 34.125	11/07/2005		M	5,500	08/24/1999 01/29/2009	Common Shares	5,500
Stock Option (right to buy)	\$ 34.75	11/07/2005		M	7,000	08/16/2000 02/15/2010	Common Shares	7,000
Stock Option (right to buy)	\$ 39.6875	11/08/2005		M	7,000	07/19/2001 01/18/2011	Common Shares	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER JOHN C/O THE SCOTTS COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X			

Signatures

Kathy L. Uttley as attorney-in-fact for John Walker	11/09/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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