Brockman Vincent C Form 4 June 08, 2009

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

3235-0287

OMB APPROVAL

Form 4 or

burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Last)

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * Brockman Vincent C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SCOTTS MIRACLE-GRO CO [SMG]

(Check all applicable)

(Middle)

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

Director 10% Owner Other (specify _X__ Officer (give title

C/O THE SCOTTS MIRACLE-GRO

11/04/2008

EVP, GC and Secretary

COMPANY, 14111 SCOTTSLAWN ROAD

(Street)

(First)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

below)

MARYSVILLE, OH 43041

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Sec	uritie	s 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 or or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Shares	11/04/2008		A	36,483.035 (1)	A	\$ 27.41	45,483.035	D		
Common Shares	12/04/2008		A	150.712 (2)	A	\$ 30.259	45,633.747	D		
Common Shares	02/19/2009		A	148.056 (2)	A	\$ 30.929	45,781.803	D		
Common Shares	06/04/2009		A	134.526 (2)	A	\$ 34.177	45,916.329	D		
	06/04/2009		A	0.048 (3)	A		13.2285	I	By DSPP	

Common \$
Shares 34.365

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)	4. Transaction Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	.	ate	Under Securi	ount of erlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
Brockman Vincent C C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041			EVP, GC and Secretary				

Signatures

Kathy L. Uttley as attorney-in-fact for Vincent C.

Brockman

06/08/2009

**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).
- Reflects common shares of the Issuer represented by amount credited to the benchmark Company stock fund within the reporting person's (1) bookkeeping account under The Scotts Company LLC Executive Retirement Plan as a result of the reporting person's election to treat the retention award granted to the reporting person on October 8, 2008 as invested in the benchmark Company stock fund.

(2)

Reporting Owners 2

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Reflects common shares of the Issuer represented by amount credited to the benchmark Company stock fund within the reporting person's bookkeeping account under The Scotts Company LLC Executive Retirement Plan as a result of the crediting of amounts calculated as if invested in the Company stock fund as a result of dividends paid with respect to common shares of the Issuer.

(3) Common shares were acquired pursuant to the dividend reinvestment feature of The Scotts Miracle-Gro Company Discounted Stock Purchase Plan (DSPP).

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.