

Evans David C
Form 4
August 25, 2010

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 *
Evans David C

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
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP and CFO

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN 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)	Price
Common Shares	08/23/2010		M		23,795	A	\$ 29.01
Common Shares	08/23/2010		S		200	D	\$ 49.2
Common Shares	08/23/2010		S		200	D	\$ 49.17
Common Shares	08/23/2010		S		200	D	\$ 49.16
	08/23/2010		S		100	D	

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Common Shares					\$	49.153	
Common Shares	08/23/2010	S	100	D	\$ 49.14	78,966.923	D
Common Shares	08/23/2010	S	700	D	\$ 49.08	78,266.923	D
Common Shares	08/23/2010	S	400	D	\$ 49.07	77,866.923	D
Common Shares	08/23/2010	S	1,100	D	\$ 49.1	76,766.923	D
Common Shares	08/23/2010	S	1	D	\$ 49.23	76,765.923	D
Common Shares	08/23/2010	S	900	D	\$ 49.11	75,865.923	D
Common Shares	08/23/2010	S	125	D	\$ 49.09	75,740.923	D
Common Shares	08/23/2010	S	2,400	D	\$ 49.06	73,340.923	D
Common Shares	08/23/2010	S	3,400	D	\$ 49.05	69,940.923	D
Common Shares	08/23/2010	S	4,200	D	\$ 49.04	65,740.923	D
Common Shares	08/23/2010	S	2,508	D	\$ 49.03	63,232.923	D
Common Shares	08/23/2010	S	3,200	D	\$ 49.02	60,032.923	D
Common Shares	08/23/2010	S	2,418	D	\$ 49.01	57,614.923	D
Common Shares	08/23/2010	S	4,643	D	\$ 49	52,971.923	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Stock Option (right to buy)	\$ 29.01	08/23/2010	M	23,795	12/01/2007	12/01/2014	Common Shares	23,795

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans David C C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041			EVP and CFO	

Signatures

Kathy L. Uttley as attorney-in-fact for David C. Evans
 08/25/2010
 **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).
- 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.