#### BAKER MARK R

Form 4

October 22, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* BAKER MARK R

2. Issuer Name and Ticker or Trading Symbol

SCOTTS MIRACLE-GRO CO

(Check all applicable)

5. Relationship of Reporting Person(s) to

[SMG]

(Middle)

(Zip)

10/22/2010

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

X\_ Officer (give title below)

Issuer

10% Owner Other (specify

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN

(Street)

(State)

(First)

ROAD

(Last)

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

President and COO

Applicable Line)

\_X\_\_ Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I Non Derivative Securities Acquired Disposed of or Peneficially Owned

#### MARYSVILLE, OH 43041

. •		Tabi	e I - Noll-D	errvauve	Securi	ines Acqu	in eu, Disposeu oi	, or belieficiali	y Owned
1.Title of	2. Transaction Date		3.	4. Securit		•	5. Amount of	6.	7. Nature of Indirect
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transactio Code	(Instr. 3,		` ′	Securities Beneficially	Ownership Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(1)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Shares	10/22/2010		M	16,683	A	\$ 44.69	28,683	D	
Common Shares	10/22/2010		S <u>(1)</u>	16,683	D	\$ 54.69	12,000	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# 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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 44.69	10/22/2010		M		16,683	01/26/2008	01/26/2017	Common Shares	16,683

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
BAKER MARK R			D '1 .		
C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD	X		President and COO		
MARYSVILLE, OH 43041					

## **Signatures**

Kathy L. Uttley as attorney-in-fact for Mark R.

Baker

10/22/2010

\*\*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) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 18, 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.

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