#### SCOTTS MIRACLE-GRO CO

Form 4

November 15, 2006

#### 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

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **HAGEDORN JAMES** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SCOTTS MIRACLE-GRO CO

(Check all applicable)

[SMG]

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

11/13/2006

\_X\_\_ 10% Owner \_X\_ Director \_\_Other (specify X\_ Officer (give title below)

President, CEO and Chairman

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

(Street)

(First)

(Middle)

4. If Amendment, Date Original

Applicable Line) \_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

MARYSVILLE, OH 43041

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit corr Dispos (Instr. 3,	ed of	` ′	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)
Common Shares	11/13/2006		M	23,000	A	\$ 9.6875	141,300	D	
Common Shares	11/13/2006		S	100	D	\$ 49.43	141,200	D	
Common Shares	11/13/2006		S	2,000	D	\$ 49.35	139,200	D	
Common Shares	11/13/2006		S	14,700	D	\$ 49.4	124,500	D	
	11/13/2006		S	500	D	\$ 49.48	124,000	D	

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Common Shares							
Common Shares	11/13/2006	S	1,400	D	\$ 49.42	122,600	D
Common Shares	11/13/2006	S	3,000	D	\$ 49.44	119,600	D
Common Shares	11/13/2006	S	500	D	\$ 49.45	119,100	D
Common Shares	11/13/2006	S	800	D	\$ 49.41	118,300	D
Common Shares	11/14/2006	M	19,000	A	\$ 9.6875	137,300	D
Common Shares	11/14/2006	S	4,600	D	\$ 49.4	132,700	D
Common Shares	11/14/2006	S	400	D	\$ 49.41	132,300	D
Common Shares	11/14/2006	S	2,500	D	\$ 49.52	129,800	D
Common Shares	11/14/2006	S	500	D	\$ 49.64	129,300	D
Common Shares	11/14/2006	S	5,300	D	\$ 49.6	124,000	D
Common Shares	11/14/2006	S	600	D	\$ 49.63	123,400	D
Common Shares	11/14/2006	S	3,000	D	\$ 49.62	120,400	D
Common Shares	11/14/2006	S	600	D	\$ 49.57	119,800	D
Common Shares	11/14/2006	S	1,500	D	\$ 49.55	118,300	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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	Derivative Security			(D) (Inst	or Disposed of D) Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 9.6875	11/13/2006	M			23,000	12/10/1999	12/09/2006	Common Shares	23,000
Stock Option (right to buy)	\$ 9.6875	11/14/2006	M			19,000	12/10/1999	12/09/2006	Common Shares	19,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
HAGEDORN JAMES C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X	X	President, CEO and Chairman				

### **Signatures**

Kathy L. Uttley as attorney-in-fact for James Hagedorn 11/15/2006

\*\*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.

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