SCOTTS MIRACLE-GRO CO

Form 4

Common

Common

Shares

Shares

12/12/2008

12/12/2008

12/12/2008

December 16, 2008

December 1	6, 2008										
FORM 4 UNITED STATES SECURITIES AND EVOLUNICE COMMISSION								OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check the if no long subject to Section 1.	ger o STATE 1 16.		CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31 2005 Estimated average burden hours per response 0.5			
may con	Form 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										
(Print or Type Responses)											
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading NORTON PATRICK J Symbol 5. Relationship of Issuer					Reporting Person(s) to						
SCO				COTTS MIRACLE-GRO CO				(Check all applicable)			
(Monti				of Earliest Transaction /Day/Year)				XDirector10% OwnerOfficer (give titleOther (specify below)			
	COTTS MIRAC 7, 14111 SCOTT		12/12/20	008							
Filed(Month/Day/Year) Applicable Line)						int/Group Filing(Check					
MARYSVI	LLE, OH 43041							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common				Code V	Amount	(D)	Price \$	(Instr. 3 and 4)			
Shares	12/12/2008			M	14,350	A	16.03	116,850	D		
Common Shares	12/12/2008			S	4,500	D	\$ 29	112,350	D		

S

S

S

500

9,200

150

\$ 29.01

29.05

111,850

102,650

102,500

D

D

D

D

D

D

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Common Shares					\$ 29.06		
Common Shares	12/12/2008	M	15,650	A	\$ 16.8	118,150	D
Common Shares	12/12/2008	S	2,350	D	\$ 29.06	115,800	D
Common Shares	12/12/2008	S	200	D	\$ 29.07	115,600	D
Common Shares	12/12/2008	S	5,200	D	\$ 29.1	110,400	D
Common Shares	12/12/2008	S	500	D	\$ 29.11	109,900	D
Common Shares	12/12/2008	S	100	D	\$ 29.12	109,800	D
Common Shares	12/12/2008	S	400	D	\$ 29.13	109,400	D
Common Shares	12/12/2008	S	600	D	\$ 29.15	108,800	D
Common Shares	12/12/2008	S	5,700	D	\$ 29.2	103,100	D
Common Shares	12/12/2008	S	200	D	\$ 29.23	102,900	D
Common Shares	12/12/2008	S	200	D	\$ 29.25	102,700	D
Common Shares	12/12/2008	S	200	D	\$ 29.26	102,500	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)	Code	5. Number of or 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)
				Code V	(A) (D)		Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Stock Option (right to buy)	\$ 16.03	12/12/2008	M	14,350	05/18/2003	05/17/2010	Common Shares	14,350
Stock Option (right to buy)	\$ 16.8	12/12/2008	M	15,650	10/23/2004	10/21/2011	Common Shares	15,650

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 6 with Funder Fundament	Director	10% Owner	Officer	Other		
NORTON PATRICK J C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X					

Signatures

Kathy L. Uttley as attorney-in-fact for Patrick J.
Norton 12/16/2008

**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.

Reporting Owners 3