## Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

SCOTTS MIRACLE-GRO CO Form 4 March 02, 2006		
FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue	SECURITIES AND EXCHANGE C Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWN SECURITIES Section 16(a) of the Securities Exchange Public Utility Holding Company Act of of the Investment Company Act of 1940	NERSHIP OF Act of 1934, 1935 or Section Number: 3235-0287 Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5
(Print or Type Responses) 1. Name and Address of Reporting Person <u>*</u> HAGEDORN JAMES (Last) (First) (Middle) C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN	<ol> <li>Issuer Name and Ticker or Trading Symbol</li> <li>SCOTTS MIRACLE-GRO CO [SMG]</li> <li>Date of Earliest Transaction (Month/Day/Year)</li> <li>02/28/2006</li> </ol>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X Officer (give title Other (specify below) CEO and Chairman
ROAD (Street)		<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person</li> </ol>
MARYSVILLE, OH 43041 (City) (State) (Zip)	Table I - Non-Derivative Securities Acqu	Form filed by More than One Reporting Person iired, Disposed of, or Beneficially Owned
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deen Execution any (Month/D	n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)	5. Amount of Securities6.7. Nature of IndirectBeneficiallyOwnershipIndirectOwned(D) orOwnershipFollowingIndirect (I)(Instr. 4)Reported(Instr. 4)Transaction(s)(Instr. 3 and 4)
Common 02/28/2006 Shares	A $46.4037$ A $\frac{$}{43.1}$	400.1064 I By DSPP $(1)$

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.

 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date		Amount or Number of Shares		

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
HAGEDORN JAMES C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X	х	CEO and Chairman			
Signatures						
Kathy L. Uttley as attorney-in-fact for James Hagedorn	03/02/2006					
**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).

(1) Common shares acquired under 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.