

SCOTTS MIRACLE-GRO CO  
Form 4  
February 04, 2009

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KELLY THOMAS N JR**

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 ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

**02/28/2008**

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

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information contained in this form are not  
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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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |                    |                  |                                        |          |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|--------------------|------------------|----------------------------------------|----------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D)                                                                 | Date<br>Exercisable                                 | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of<br>Shares |          |
| Deferred<br>Stock<br>Units                          | <u>(1)</u>                                                            | 02/28/2008                              |                                                             | A                                       |                                                                                                                       | 9                                                              |                                                                     | <u>(1)</u>                                          | <u>(1)</u>         | Common<br>Shares | 9                                      | \$ 37.46 |
| Deferred<br>Stock<br>Units                          | <u>(1)</u>                                                            | 06/05/2008                              |                                                             | A                                       |                                                                                                                       | 12                                                             |                                                                     | <u>(1)</u>                                          | <u>(1)</u>         | Common<br>Shares | 12                                     | \$ 27.26 |
| Deferred<br>Stock<br>Units                          | <u>(1)</u>                                                            | 09/05/2008                              |                                                             | A                                       |                                                                                                                       | 12                                                             |                                                                     | <u>(1)</u>                                          | <u>(1)</u>         | Common<br>Shares | 12                                     | \$ 27.6  |
| Deferred<br>Stock<br>Units                          | <u>(1)</u>                                                            | 12/04/2008                              |                                                             | A                                       |                                                                                                                       | 11                                                             |                                                                     | <u>(1)</u>                                          | <u>(1)</u>         | Common<br>Shares | 11                                     | \$ 29.17 |

## Reporting Owners

| Reporting Owner Name / Address                                                                            | Relationships                    |
|-----------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                           | Director 10% Owner Officer Other |
| KELLY THOMAS N JR<br>C/O THE SCOTTS MIRACLE-GRO COMPANY<br>14111 SCOTTS LAWN ROAD<br>MARYSVILLE, OH 43041 | X                                |

## Signatures

Kathy L. Uttley as attorney-in-fact for Thomas N. Kelly Jr. 02/04/2009

\_\_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) Additional deferred stock units received pursuant to dividend equivalents as a result of dividends paid with respect to the common shares of The Scotts Miracle-Gro Company underlying deferred stock units already held.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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