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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 13, 2006 (November 8, 2006)

The Scotts Miracle-Gro Company

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction
of incorporation)

1-13292

(Commission File Number)

31-1414921

(IRS Employer
Identification No.)

14111 Scottslawn Road, Marysville, Ohio 43041

(Address of principal executive offices) (Zip Code)

(937) 644-0011

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 8, 2006, John M. Sullivan, a member of Class II of the Board of Directors of The Scotts Miracle-Gro Company (the "Registrant") announced his intent to retire from the Registrant's Board of Directors. Mr. Sullivan intends to retire for personal reasons and not because of any disagreement with the Registrant on any matter relating to the Registrant's operations, policies or practices. Mr. Sullivan will continue to serve as a Class II director until the Registrant's next regularly scheduled Board of Director's Meeting. The Registrant anticipates that, by the time of the next regularly scheduled Board of Director's Meeting, an individual will be identified for consideration and recommendation by the Governance and Nominating Committee, and appointment by the Registrant's Board of Directors, to fill the vacancy created by Mr. Sullivan's retirement in accordance with the Registrant's code of regulations and other governing documents.

Item 7.01. Regulation FD Disclosure.

On November 8, 2006, the Registrant issued a press release announcing John M. Sullivan and Dr. John Walker's intent to retire from the Registrant's Board of Directors at the Registrant's next regularly scheduled Board of Director's Meeting. In Item 5.02 of the Current Report on Form 8-K filed on November 8, 2006, the Registrant previously reported the intention of Dr. Walker to retire as a member of Class I of the Registrant's Board of Directors.

A copy of the press release is included with this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of businesses acquired:

Not applicable.

(b) Pro forma financial information:

Not applicable.

(c) Shell company transactions:

Not applicable.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	News Release issued by The Scotts Miracle-Gro Company on November 8, 2006

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE SCOTTS MIRACLE-GRO COMPANY

Dated: November 13, 2006

By: /s/ David M. Aronowitz
Printed Name: David M. Aronowitz
Title: Executive Vice President, General
Counsel and Corporate Secretary

INDEX TO EXHIBITS

Current Report on Form 8-K
Dated November 13, 2006

The Scotts Miracle-Gro Company

<u>Exhibit No.</u>	<u>Description</u>
99.1	News Release issued by The Scotts Miracle-Gro Company on November 8, 2006

The Scotts Miracle-Gro Company

NEWS

ScottsMiracle-Gro Announces Retirement of Two Directors, Board to Name Replacements at Next Meeting

MARYSVILLE, Ohio (November 8, 2006) — The Scotts Miracle-Gro Company (NYSE:SMG), the global leader in the consumer lawn and garden industry, today said that two members of its Board of Directors have announced their retirements for personal reasons. Two new members will be considered for appointment at the next regularly scheduled Board meeting.

John M. “Jack” Sullivan, 71, and John Walker, PhD, 66, have served as Directors for 12 and eight years respectively. Sullivan, a member of the Audit Committee, retired briefly earlier this year and agreed to return to the Board to fill a vacant position. Walker was a member of the Finance Committee.

“Our shareholders have benefited tremendously over the years from the insight and counsel provided by both Jack and John,” said Jim Hagedorn, chairman and chief executive officer. “Both made personal sacrifices and went beyond the call of duty to help our Company. Jack Sullivan agreed to stay on the Board earlier this year after retiring to spend more time with his family. And John Walker has been commuting to Board meetings for years from his home in South Africa, which was a significant burden on his personal schedule. On behalf of all of our shareholders, I want to thank both of them for their years of dedication.”

In anticipating the retirements, Hagedorn said the Board already had begun searching for potential replacements. Several independent candidates have been identified.

“The composition of our Board, both in terms of independence and expertise, is something that I truly value,” Hagedorn said. “It is important for our Company and our shareholders that we seek to replace Jack and John with individuals whose business background and experience can continue to make ScottsMiracle-Gro an even stronger company.”

About ScottsMiracle-Gro

With more than \$2.7 billion in worldwide sales and more than 6,000 associates, The Scotts Miracle-Gro Company, through its wholly-owned subsidiary, The Scotts Company LLC, is the world’s largest marketer of branded consumer products for lawn and garden care, with products for professional horticulture as well. The Company’s brands are the most recognized in the industry. In the U.S., the Company’s Scotts®, Miracle-Gro® and Ortho® brands are market-leading in their categories, as is the consumer Roundup® brand, which is marketed in North America and most of Europe exclusively by Scotts and owned by Monsanto. The Company also owns Smith & Hawken, a leading brand of garden-inspired products that includes pottery, watering equipment, gardening tools, outdoor furniture and live goods, and Morning Song, a leading brand in the wild bird food market. In Europe, the Company’s brands include Weedol®, Pathclear®, Evergreen®, Levington®, Miracle-Gro®, KB®, Fertiligene® and Substral®. For additional information, visit us at www.scotts.com.

Contact:
Jim King
Vice President
Corporate Communications & Investor Relations
937-578-5622