FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 1 | OMB APPROVAL        |           |  |  |  |  |  |  |  |
|---|---------------------|-----------|--|--|--|--|--|--|--|
|   | OMB Number:         | 3235-0287 |  |  |  |  |  |  |  |
| 1 | Estimated average I | hurdon    |  |  |  |  |  |  |  |

0.5

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person*  HAGEDORN JAMES                     |  |   |  |   | Scotts Miracle-Groco [SMG]  3. Date of Earliest Transaction (Month/Day/Year) 12/01/2008   |  |   |  |   |  |  |  |   |  | all app  | olicable)  | X 10% (  |   | Owner   |  |
|--|--|---|--|---|---|--|---|--|---|--|--|--|---|--|--|--|--|---|---|--|
| ast) (First) (Middle) /O THE SCOTTS MIRACLE-GRO COMPANY 4111 SCOTTSLAWN ROAD |  |   |  |   |   |  |   |  |   |  |  |  |   | X  | Officer (give title below)  Chairman and CEO   |  |  |   |   |  |
| (Street)  MARYSVILLE OH 43041  (City) (State) (Zip)                          |  |   |  |   | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |   |  |   |  |  |  |   |  | Forn<br>Forn   | Form filed by One Reporting Person Form filed by More than One Reporting   |  |   |   |  |
|  | Tal  | ole I - No  | n-Deriv  | ative   | Sec   | curitie  | s Ac  | quired,  | Dis   | posed o  | f, o   | r Ben  | efici   | ally   | Owne   | ed   |  |   |   |  |
| Dat  |  |   |  | Date  |   | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)  |   | Code (Instr.   |   |  |  |  |   | 4 and 5) Secu<br>Bene<br>Owne  |  | ties<br>cially<br>d Following  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)  |   | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership   |  |
|  |  |   |  |   |   |  |   | Code   | v   | Amount   |  | (A) or<br>(D)  | Price   | •  | Transa   | action(s)  |  |   | (Instr. 4)  |  |
| Common Shares  |  |   |  | 12/01/2008  |   |  |   | A  |   | 79.3934  |  | A  | \$25.19   |  | 2,585.5487   |  |  | I   | By<br>DSPP <sup>(1)</sup>   |  |
| Common Shares  |  |   |  |   |   |  |   |  |   |  |  |  |   |  | 27,  | 619.76 <sup>(2)</sup>  |  | I   | By<br>401(K)<br>Plan  |  |
| Common Shares  |  |   |  |   |   |  |   |  |   |  |  |  |   | 3,   |  | 884,098  |  | I   | HPLP  |  |
|  | 1  |   |  |   |   |  |   |  |   |  |  |  |   |  | wned   |  |  |   |   |  |
| ecurity or Exercise (Month/Day/Year) if any                                  |  |   | n Date,  | Transaction<br>Code (Instr.   |   | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   |   | Expiration   | on Dat<br>Day/Ye  | e<br>aar)  | Amoun  |  | nstr. 3   | Deri<br>Seci   | ivative<br>urity<br>tr. 5)   | derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported   | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4)  | wnership<br>orm:<br>rect (D)<br>Indirect  | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |  |
|  | (SE SCOTTSLA  SVILLE (SE SCOTT | (First) E SCOTTS MIRACLE-GR COTTSLAWN ROAD  SVILLE OH  (State)  Tak Security (Instr. 3)  I Shares  I Shares  I Shares  I Shares  I Shares  I Shares  I Conversion or Exercise Price of Derivative Price of Derivative | (First) (Middle) E SCOTTS MIRACLE-GRO COMP COTTSLAWN ROAD  SVILLE OH 43041  (State) (Zip)  Table I - No Security (Instr. 3)  Shares  Table II -  Conversion or Exercise Price of Derivative Price of Derivative (Month/Day/Year)  Table II - | (First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD  SVILLE OH 43041  (State) (Zip)  Table I - Non-Derivation (Month/D.)  Security (Instr. 3) 2. Transac Date (Month/D.)  I Shares 12/01/  Shares 12/01/  Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) | (First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Shares  Table II - Derivative Security (e.g., puts, c.  Conversion or Exercise Price of Derivative (Month/Day/Year)  3. Derivative 4. If  3. Derivative 4. If  3. Derivative 4. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | (First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD  Table I - Non-Derivative Security (Instr. 3)  Table I - Non-Derivative Security (Month/Day/Year)  Table II - Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3) | (First) (Middle)  E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD  Table I - Non-Derivative Securities (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  I Shares  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Shares  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Shares  A. Deemed Execution Date, if any (Month/Day/Year)  Price of Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Security (Instr. 3) | (First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD  Table I - Non-Derivative Securities Accurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Shares  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Conversion or Exercise Price of Derivative Security (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Shares  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  3. Date of Earliest Trans 12/01/2008  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, of Date (Month/Day/Year)  Shares  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Source of Derivative Security (Instr. 3, 4)  Shares | (First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD  Table I - Non-Derivative Securities Acquired, Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option of Exercise Price of Derivative Security  Security  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  A. Demed Execution Date, if any (Month/Day/Year)  (e.g., puts, calls, warrants, option Code (Instr. 8)  Tansaction Date (Month/Day/Year)  Securities Acquired, D (e.g., puts, calls, warrants, option Code (Instr. 8)  Scotts MIRACLE-C  3. Date of Earliest Transaction (Native Securities Acquired, 24)  Transaction Date, if any (Month/Day/Year)  Securities Acquired, D (e.g., puts, calls, warrants, option Code (Instr. 8)  Scotts MIRACLE-C  4. If Amendment, Date of Original Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | (First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD  Table I - Non-Derivative Securities Acquired, Disperivative Islands  Security (Instr. 3)  Table II - Derivative Securities Acquired, Disperivative Securities Acquired, Disperivative Security (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Disperivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | SCOTTS MIRACLE-GRO CO   SCOTTS MIRACLE-GRO CO   SCOTTS MIRACLE-GRO CO   SCOTTS MIRACLE-GRO COMPANY | COTTS MIRACLE-GRO CO [ SMG  SECOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD  Table I - Non-Derivative Securities Acquired, Disposed of, or Security (Instr. 3)  Table I - Non-Derivative Securities Acquired, Disposed of (Code (Instr. 8))  Table I - Non-Derivative Securities Acquired, Disposed of (Code (Instr. 8))  Table II - Derivative Securities Acquired, Disposed of (Code (Instr. 8))  Table II - Derivative Securities Acquired, Disposed of (Code (Instr. 8))  Table II - Derivative Securities Acquired, Disposed of (Code (Instr. 8))  Table II - Derivative Securities Acquired, Disposed of, or Evercise Acquired, Di | SCOTTS MIRACLE-GRO CO [ SMG ]   SCOTTS MIRACLE-GRO CO [ SMG ] | (First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD  A. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date (Month/Day/Year)  Security (Instr. 3)  A. Deemed Exercise (Month/Day/Year)  I Shares  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)  Shares  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)  Shares  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible Securities)  Shares  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible Securities)  Shares  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible Securities)  A 79.3934 A \$25  Shares  A 79.3934 A \$25  Shares  A 79.3934 A \$25  A 79.3934 A \$25  A 79.3934 A \$25  A 79.3934 A \$25  A 79.3934 A \$25  A 79.3934 A \$25  A 79.3934 A \$25  A 79 | Check   Common   Co | SCOTTS MIRACLE-GRO CO [ SMG ]   SMG   X   Direct Normal Content of the period of the | Conversion or Exercise   Security (Instr. 3)   Securities   Securiti | Code   V   Amount   Code   Security (Instr. 3)   Shares   12/01/2008   Amount   Code   Name   Code   Code | SCOTTS MIRACLE-GRO CO [ SMG ]   Check all applicable)   X Director   X 10% C Other below)   X Director   X Director   X 10% C Other below)   X 10% C Other below) |  |

## Explanation of Responses:

- 1. Common shares acquired under The Scotts Miracle-Gro Company Discounted Stock Purchase Plan (DSPP).
- 2. Represents common shares held in the reporting person's account under The Scotts Company LLC Retirement Savings Plan ("401(K) Plan") a/o 11/26/08.

<u>Kathy L. Uttley as attorney-in-fact for James Hagedorn</u>

12/02/2008

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.

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 Number.

Know all by these presents, that the undersigned officer and/or director of The Scotts Company (the "Company"), hereby constitutes and appoints each of David M. Aronowitz, Kathy L. Uttley and A. Sue Hughes, signing singly, the undersigned's true and lawful attorney-in-fact to:

- 1) execute for and on behalf of the undersigned Forms 3, 4 and 5 with respect to the securities of the Company beneficially owned by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "1934 Act") and the rules and regulations thereunder (and Form 144 with respect to the securities of the Company beneficially owned by the undersigned in accordance with Rule 144 under the Securities Act of 1933 (the "Securities Act"));
- 2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (or Form 144), complete and execute any amendment or amendments thereto, and timely file any such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- 3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the above-named attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the 1934 Act and/or Rule 144 under the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 (or Form 144) with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the above-named attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of April, 2002.

/s/ James Hagedorn Signature

James Hagedorn

Print Name