FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

(Street) PORT WASHINGTON Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Form: Disposed of (D) (Instr. 3, 4 and Disposed of (D) (Instr. 4) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities (warrants, options, convertible Securities) Table II - Derivative Securities (warrants, option	1. Name and Address of Reporting Person* Hagedorn Partnership, L.P. (Last) (First) (Middle) 800 PORT WASHINGTON BOULEVARD							Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG] 3. Date of Earliest Transaction (Month/Day/Year) 01/14/2013									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title below) Other (specify below)				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8) 5. Amount of Disposed Of (D) (Instr. 3, 4 and 5) Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4) 5. Amount of Disposed Of (D) (Instr. 3, 4 and 4) 5. Amount of Disposed Of (D) (Instr. 4) 8. Price of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 4) 8. Price of Derivative Securities Acquired (Month/Day/Year) 8. Price of Derivative Securities Acquired (Month/Day/Year) 8. Price of Derivative Securities Month/Day/Year) 8. Price of Derivative Securities Month/Day/Year) 8. Price of Derivative Securities Month/Day/Year) 9. Number of derivative Securities Month/Day/Year) 1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4) 1. Transaction Date (Month/Day/Year) 1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4) 1. Transaction Date (Month/Day/Year) 1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4) 1. Transaction Date (Month/Day/Year) 1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4) 1. Transaction Date (Month/Day/Year) 1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 4) 1. Title of Derivative Securities Acquired (Month/Day/Year)	(Street) PORT WASHINGTON NY 11050					4. If Amendment, Date of Original Filed (Month/Day/Year)										X Form filed by One Reporting Person Form filed by More than One Reporting					
Date (Month/Day/Year) Date (
Common Shares 01/14/2013 S 29,939 D \$45.13 17,794,942 D 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) Conversion or Exercise Price of Derivative Security (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Operivative Securities Underlying Derivative Security (Instr. 3) Reported Transaction(s) (Instr. 4) (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 5. Number of Derivative Security (Instr. 3) Code (Instr. 4) 7. Title and Amount of Security Security (Instr. 5) Beneficially Owned derivative Security (Instr. 5) Ownership Form: Direct (D) or Indirect (I) (Instr. 4) (Instr. 4)	Date						Day/Year) Execution I if any (Month/Day		n Date,	Date, Transactio Code (Inst 8)		Disposed Of (D) (Instr. 3, 2				4 and Secul Bene Owne Repo		rrities eficially ed Following orted		m: Direct or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Security Security Secur											٧		((D)			(Instr. 3 and 4)			D.	
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Explanation of Responses:

Remarks:

/s/ Rob McMahon, Attorney-

01/15/2013

in-Fact

** Signature of Reporting Person

Date

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

- * 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.