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	STATEMEN
obligations may continue. See Instruction 1(b).	Filed

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden
hours per response: 0.5

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

HAGEDORN JAMES						OTTS MIRA		(Check all applicable) X Director X 10% Owner Officer (give title Other (specify)								
(Last) (First) (Middle) C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD						te of Earliest Trans 6/2013	Month	n/Day/Year)		X Officer (give title Other (specify below) Chairman and CEO						
(Street)					4. If A	Amendment, Date o	al File	ed (Month/Da		6. Individual or Joint/Group Filing (Check Applicable Line)						
	VILLE O	H 4			X Form filed by One Reporting Person Form filed by More than One Reportin											
(City)	(St	ate) (Zip)									Person				
		Tabl	e I - No	on-Deriv	ative	Securities Ac	quired	l, Di	sposed o	f, or Be	nefic	cially	Owned			
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		ction Instr.			Acquired (A) or (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							Code	v	Amount	(A) or (D)	Price	•	Transaction (Instr. 3 and			(
Common	Shares			01/16/2	2013		S ⁽¹⁾		366	D	\$44	.5401	54,378.	.953	D	
Common	Shares			01/16/2	2013		S ⁽¹⁾		1,700	D	\$4	4.54	52,678.	.953	D	
Common	Shares			01/16/2	2013		S ⁽¹⁾		1,100	D	\$4	4.56	51,578.	.953	D	
Common	Shares			01/16/2	2013		S ⁽¹⁾		1,400	D	\$4	4.53	50,178.	.953	D	
Common	Shares			01/16/2	2013		S ⁽¹⁾		100	D	\$44	.5301	50,078.	.953	D	
Common	Shares			01/16/2	2013		S ⁽¹⁾		900	D	\$4	4.55	49,178	.953	D	
Common	Shares			01/16/2	2013		S ⁽¹⁾		200	D	\$44	.5501	48,978	.953	D	
Common	Shares			01/16/2	2013		S ⁽¹⁾		2,034	D	\$4	4.57	46,944	.953	D	
Common	Shares			01/16/2	2013		S ⁽¹⁾		674	D	\$4	4.58	46,270	.953	D	
Common	Shares			01/16/2	2013		S ⁽¹⁾		200	D	\$44	.5801	46,070	.953	D	
Common	Shares			01/16/2	2013		S ⁽¹⁾		1,496	D	\$4	14.6	44,574	.953	D	
Common	Shares			01/16/2	2013		S ⁽¹⁾		500	D	\$44	.5901	44,074	.953	D	
Common Shares		01/16/2013			S ⁽¹⁾		100	D	\$44.62		43,974.953		D			
Common Shares		01/16/2013			S ⁽¹⁾		4	D	\$44.63		43,970.953		D			
Common Shares		01/16/2013			S ⁽¹⁾		200	D	\$44.635		43,770.953		D			
Common	Shares			01/16/2	2013		S ⁽¹⁾		1,000	D	\$4	4.64	42,770.	.953	D	
Common Shares		01/16/2013			S ⁽¹⁾		900	D	\$4	\$44.65 41,87		.953	D			
Common Shares		01/16/2013			S ⁽¹⁾		400	D	\$4	4.66	41,470	.953	D			
Common	Shares												33,747	.195	I	By 401(K) Plan
Common	Shares												2,522,	787	I	HPLP ⁽²⁾
Common	Shares												5,354.7	7841	I	By DSPP
		Та	ble II -			curities Acqu Ills, warrants,							wned			
1. Title of Derivative Conversion or Exercise (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3)		med 4. on Date, Transac Code (In		5. Number tion of	6. Date Exerci Expiration Dat (Month/Day/Ye		isable and			8. Pr Deri Sec (Inst	vative deri urity Sec tr. 5) Ben Owr Foll Rep Trar	lumber of ivative curities neficially ned lowing ported nsaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

		Та	ble II - Deriva (e.g., p					ired, Disp options,	convertib		l or	•			
1. Title of	2. Conversion	3. Transaction	3A. Deemed	€ ode Transa	V	(6A)Nu	m(150e)r	Date ExPetisEbler Expiration D		7itletle	aSolodares	8. Price of	9. Number of derivative	10. Ownership	11. Nature
ESepolaritation	of Elespisas	e(Month/Day/Year)	if any	Code (Instr.	Deriv		(Month/Day/	rear)	Securi	ties	Security	Securities	Form:	Beneficial
1. The sales re	Price of eported in this I Derivative	Form 4 were made p	(Month/Day/Year)	5-1 tradi	ng plan	Secu adopte	rities d by th	e reporting per	son on Decem	Underl Deriva	lying tive	(Instr. 5)	Beneficially Owned	Direct (D) or Indirect	" Ownership . (Instr. 4)
2. Pursuant to	Secturity Act	Rule 16a-1(a)(1), the	e reporting person ma	y be de	emed, so	ol(AA) Éon	r purpo	ses of determin	ning whether h	ne Sæedmi	tye (ilnistro 3 /n		aı Föll&wińg he Cor	m(ti)o(tinishte.r4),	to be the
			nt are held by Hagedo Derson and those fami												presents the
00 0 1 i	Î I	cst of the reporting p		 	JC13 III V	(Instr	. 3, 4		inca to nave t	 		ii Common S	(Instr. 4)	 	I
Remarks	l .		l			and 5)			l			l	l	
Form 1 of 2		ı		ı											
									 Ka	athy L.	Uttley as	attorney-i	n-	l	
											ames Hag		01/17/201	<u>.3</u>	
									** (Lignatur	Number	ing Person	Date		
Damindar: D	enort on a se	narate line for each	class of securities	k Condutio	i M ly ov	MAAN A	in/4Drittly	Date Finentoisathle	Expiration S	Title	Shares	ing i cison	Date		

^{*} If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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.

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The undersigned officer and/or director of The Scotts Miracle-Gro Company (the "Company"), hereby constitutes and appoints each of Chris Crowder, James Turoff and Kathy L. Uttley, signing singly, the undersigned's true and lawful attorney-in-fact and agent to:

- 1) execute for, in the name of 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, as amended (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, as amended (the "Securities Act");
- 2) do and perform any and all acts for, in the name of and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or such Form 144, complete and execute any amendment or amendments thereto, and timely file any such form (and any such amendment or amendments) 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 and 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 1st day of April, 2009.

/s/ James Hagedorn Signature

James Hagedorn Print Name