SEC Form 4	
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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).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL									
OMB Number: 3235-028									
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1. Name and Address of Reporting Ferson			2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
HAGEDORN JAMES				Х	Director	Х	10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)		Other (specify below)		
C/O THE SCOTTS MIRACLE-GRO COMPANY		RO COMPANY	01/15/2013	Chairman and CEO					
14111 SCOTTSI	LAWN ROAD								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group F	iling (Check Applicable		
MARYSVILLE	ОН	43041		X	Form filed by One F	Report	ing Person		
					Form filed by More Person	than (One Reporting		
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Date Execution Date, Transaction Disposed Of (D) (Ins						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Shares	01/15/2013		S ⁽¹⁾		12,329	D	\$44.8	63,242.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		1,072	D	\$44.83	62,170.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		899	D	\$44.84	61,271.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		1,000	D	\$44.81	60,271.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		1,400	D	\$44.82	58,871.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		400	D	\$44.8025	58,471.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		600	D	\$44.87	57,871.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		500	D	\$44.85	57,371.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		800	D	\$44.86	56,571.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		100	D	\$44.9	56,471.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		400	D	\$44.8125	56,071.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		200	D	\$44.99	55,871.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		100	D	\$44.97	55,771.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		200	D	\$44.93	55,571.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		400	D	\$44.9125	55,171.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		200	D	\$44.965	54,971.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		200	D	\$45.02	54,771.953	D		
Common Shares	01/15/2013		S ⁽¹⁾		27	D	\$45.01	54,744.953	D		
Common Shares								33,747.195	I	By 401(K) Plan	
Common Shares								2,522,787	I	HPLP ⁽²⁾	
Common Shares								5,354.7841	Ι	By DSPP	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 3. Transaction Conversion In Exercise (Month/Day/Year)
 3A. Deemed Execution Date, if any (Month/Day/Year)
 4. Transaction Code (Instr.
 5. Number of Derivative Convertible
 6. Date Exercisable and Expiration Date (Month/Day/Year)
 7. Title and Amount of Securities Security
 8. Price of Derivative Security
 9. Number of derivative Security

1	L. Title of	2.	3. Transaction	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and	8. Price of	9. Number of	10.	11. Nature
10	Derivative	Conversion	Date	Execution Date,	Transaction	of	Expiration Date	Amount of	Derivative	derivative	Ownership	of Indirect
1	Security	or Exercise	(Month/Day/Year)	if any	Code (Instr.	Derivative	(Month/Day/Year)	Securities	Security	Securities	Form:	Beneficial
	Instr. 3)	Price of		(Month/Day/Year)	8)	Securities		Underlying	(Instr. 5)	Beneficially	Direct (D)	Ownership
Т	. ,	Derivative			·	Acquired		Derivative	· ·	Owned	or Indirect	(Instr. 4)
L		Security				(A) or		Security (Instr. 3		Following	(I) (Instr. 4)	. ,
L						Disposed		and 4)		Reported		
L						of (D)				Transaction(s)		
L						(Instr. 3, 4				(Instr. 4)		
L						and 5)				l. ,		
L					ļ							
											1	

		Ta	ble II - Deriva (e.g., p					ired, Disp options, o			i or i	T I			
1. Title of	2. Conversion	3. Transaction	3A. Deemed Execution Date,	C .ode Transa		€A)Nu	m(160e)r	ExDectisEblero	isDatatlee and	7itītētle Amour	aSalidiares	8. Price of Derivative	9. Number of	10. Ownership	11. Nature of Indirect
Esectantation	of Elespises	e(Month/Day/Year)	if any '	Code (Instr.		ative	(Month/Day/	(ear)	Securi	ties	Security	Securities	Form:	Beneficial
			(Month/Day/Year) ursuant to a Kule Tob									(Instr. 5)			Ownership (Instr. 4)
			e reporting person ma at are held by Hagedo												
			erson and those fami				olding								
						and 5			Ka	<u>athy L.</u>	Uttley as	attorney-i	in-		
				,		,			fac	ct for J	ames Hag	<u>gedorn</u>	$\frac{11}{1}$ <u>01/17/201</u>	<u>.</u> I	
						1	<u> </u>		** :	Şignatur		ing Person	Date		
Reminder: R	eport on a se	parate line for each	class of securities	benefic	ially ov	vned c	irectly	or indirectly.			Amount or				
			g person, <i>see</i> Instr					Date	Expiration		Number				
			facts constitute Fed								of Sinares				
Note: File th	ree copies of	this Form, one of w	hich must be manu	lally sig	hed. If	space	ts insu	fficient, see Ir	struction 6 fo	or proce	dure.				

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.

POWER OF ATTORNEY

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