FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB A	PPROVAL
OMB Number:	3235-028

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

287 Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person*  HAGEDORN JAMES				2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [ SMG ]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director X 10% Owner				
(Last) (First) (Middle) C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD				te of Earliest Transa 3/2013	action (N	/Jonth/	(Day/Year)	,	X Officer (give title Other (specify below) Chairman and CEO						
(Street) MARYSVILLE OH 43041					amendment, Date o	Origina	al Filed	d (Month/Day/`	Line	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)													
		Table I - N	1		Securities Ac	_	l, Dis	_			1				
Date			2. Transact Date (Month/Day		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities / Disposed Of (			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(s) (Instr. 3 and 4)					
Common Shares			01/23/2	013		M		37,500	A	(1)	70,144.953	D			
Common Shares			01/23/2	013		<b>S</b> <sup>(2)</sup>		519	D	\$44.57	69,625.953	D			
Common Shares			01/23/2	013		<b>S</b> <sup>(2)</sup>		476	D	\$44.58	69,149.953	D			
Common Shares			01/23/2	013		<b>S</b> <sup>(2)</sup>		800	D	\$44.59	68,349.953	D			
Common Shares			01/23/2	013		S <sup>(2)</sup>		481	D	\$44.6	67,868.953	D			
Common Shares			01/23/2	013		<b>S</b> <sup>(2)</sup>		524	D	\$44.600	67,344.953	D			
Common Shares 01/23		01/23/2	013		<b>S</b> <sup>(2)</sup>		562	D	\$44.61	66,782.953	D				
Common Shares	ommon Shares 01/23/2		01/23/2	013		S <sup>(2)</sup>		213	D	\$44.619	4 66,569.953	D			
Common Shares			01/23/2	013		<b>S</b> <sup>(2)</sup>		1,225	D	\$44.62	65,344.953	D			
Common Shares		01/23/		013		S <sup>(2)</sup>		4,297	D	\$44.63	61,047.953	D			
Common Shares	common Shares 01/23/2		01/23/2	013		S <sup>(2)</sup>		100	D	\$44.630	1 60,947.953	D			
Common Shares			01/23/2	013		<b>S</b> <sup>(2)</sup>		200	D	\$44.635	60,747.953	D			
Common Shares			01/23/2	013		<b>S</b> <sup>(2)</sup>		2,100	D	\$44.64	58,647.953	D			
Common Shares			01/23/2	013		<b>S</b> <sup>(2)</sup>		300	D	\$44.640	1 58,347.953	D			
Common Shares			01/23/2	013		<b>S</b> <sup>(2)</sup>		100	D	\$44.645	58,247.953	D			
Common Shares			01/23/2	013		S <sup>(2)</sup>		327	D	\$44.648	5 57,920.953	D			
Common Shares			01/23/2	013		<b>S</b> <sup>(2)</sup>		2,776	D	\$44.65	55,144.953	D			
Common Shares			01/23/2	013		<b>S</b> <sup>(2)</sup>		2,700	D	\$44.66	52,444.953	D			
Common Shares			01/23/2	013		S <sup>(2)</sup>		1,500	D	\$44.67	50,944.953	D			
Common Shares			01/23/2	013		<b>S</b> <sup>(2)</sup>		1,368	D	\$44.68	49,576.953	D			
Common Shares			01/23/2	013		S <sup>(2)</sup>		200	D	\$44.685	49,376.953	D			
Common Shares			01/23/2	013		S <sup>(2)</sup>		1,605	D	\$44.69	47,771.953	D			
Common Shares											33,747.195	I	By 401(K) Plan		
Common Shares											2,427,726	I	HPLP <sup>(3)</sup>		
Common Shares											5,354.7841	I	By DSPP		

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table med Deri Execution Date, if any (e.g. (Month/Day/Year)	Vativ Transa , do Udi 8)	Sec Acq (A) o Disp of (I		u <del>rities</del> uired	GinardExprisabled of, d Expiration Date (କ୍ଲୋକ୍ୟାସମୟ-ଜନ)onvertibl		7-เวียกอน Carly t of securities ป.ค.ค.ค.ค.ค.กับ ies) Derivative Security (Instr. 3 and 4)		Waried of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (				6. Date Exercisable and Expiration Date Expiration Date Exercisable Value		Amount 7. Title and Q'mount of Securitle's Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
											Amount	1			
Restricted Stock Units	(1)	01/23/2013		M Code	v	(A)	37,500 (D)	01/20/2013 <sup>(1)</sup> Exercisable	01/20/2013 <sup>(1)</sup> Date	Common Shares Title	or 37,500 Shares	(1)	0	D	

## **Explanation of Responses:**

- 1. The restricted stock units were granted, together with an equal number of related dividend equivalents, under The Scotts Miracle-Gro Company Long-Term Incentive Plan (the "LTIP"), and subject to the terms and conditions of an individual award agreement. Each whole restricted stock unit represents a contingent right to receive one common share of the Issuer ("Common Share"). The restricted stock units vested on
- 2. The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 20, 2012.
- 3. Pursuant to Exchange Act Rule 16a-1(a)(1), the reporting person may be deemed, solely for purposes of determining whether he is a beneficial owner of more than 10% of the Common Shares, to be the beneficial owner of the securities of the Issuer that are held by Hagedorn Partnership in, L.P., a Delaware limited partnership in which the reporting person is a general partner (the "Partnership"). Represents the aggregate proportionate interest of the reporting person and those family members in whose holdings he may be deemed to have a pecuniary interest, in Common Shares held by the Partnership.

## Remarks:

Form 1 of 2

Kathy L. Uttley as attorney-in-01/25/2013 fact for James Hagedorn

\*\* Signature of Reporting Person

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.

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