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HAGEDORN SUSAN

Form 5

Common

Shares

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09/16/2011

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

October 17, 2011

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES 1.0 response... may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **HAGEDORN SUSAN** Symbol SCOTTS MIRACLE-GRO CO (Check all applicable) [SMG] (Middle) (Last) (First) 3. Statement for Issuer's Fiscal Year Ended Director _X__ 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 09/30/2011 C/O HAGEDORN PARTNERSHIP. L.P., A 800 PORT WASHINGTON **BOULEVARD** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) **PORT** _X_ Form Filed by One Reporting Person WASHINGTON, NYÂ 11050 Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially Beneficial (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) (D) Price Amount

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

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\$0

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Persons who respond to the collection of information

1,890,188

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See

footnote (2)

SEC 2270

(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amoun	t of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securiti	ies	(Instr. 5)	
	Derivative				Securities			(Instr. 3	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
								A	Amount	
								C	or	
						Date	Expiration		Number	
						Exercisable	Date		of	
					(A) (D)				Shares	
					(/ (- /					

of D

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Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Othe		
HAGEDORN SUSAN						
C/O HAGEDORN PARTNERSHIP, L.P.	â	ÂX	Â	Â		
800 PORT WASHINGTON BOULEVARD	А					
PORT WASHINGTON Â NYÂ 11050						

Signatures

/s/ Rob McMahon Attorney-in-Fact

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Represents the gift for the account of Susan Hagedorn of a portion of her proportionate interest in the Issuer's common shares (the "Common Shares") held by the Hagedorn Partnership, L.P.
- Pursuant to Exchange Act Rule 16a-1(a)(1), the Reporting Person may be deemed, solely for purposes of determining whether she is a (2) 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, L.P., a Delaware limited partnership in which the Reporting Person is a general partner.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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