NORTON PATRICK J

Form 4

January 03, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

NORTON PATRICK J

SCOTTS MIRACLE-GRO CO

(Check all applicable)

[SMG]

(Last)

(Middle)

3. Date of Earliest Transaction

_X__ Director Officer (give title

10% Owner _ Other (specify

(Month/Day/Year) 12/30/2005

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN

(Street)

(First)

ROAD

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

MARYSVILLE, OH 43041

(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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	sed of	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Shares	12/30/2005		M	25,000	A	\$ 19.0625	65,000	D			
Common Shares	12/30/2005		S	900	D	\$ 45.55	64,100	D			
Common Shares	12/30/2005		S	700	D	\$ 45.47	63,400	D			
Common Shares	12/30/2005		S	400	D	\$ 45.46	63,000	D			
	12/30/2005		S	1,300	D	\$ 45.45	61,700	D			

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Common Shares								
Common Shares	12/30/2005	S	300	D	\$ 45.43	61,400	D	
Common Shares	12/30/2005	S	900	D	\$ 45.42	60,500	D	
Common Shares	12/30/2005	S	1,800	D	\$ 45.39	58,700	D	
Common Shares	12/30/2005	S	3,200	D	\$ 45.38	55,500	D	
Common Shares	12/30/2005	S	2,500	D	\$ 45.37	53,000	D	
Common Shares	12/30/2005	S	2,600	D	\$ 45.36	50,400	D	
Common Shares	12/30/2005	S	2,400	D	\$ 45.35	48,000	D	
Common Shares	12/30/2005	S	2,500	D	\$ 45.34	45,500	D	
Common Shares	12/30/2005	S	100	D	\$ 45.31	45,400	D	
Common Shares	12/30/2005	S	800	D	\$ 45.27	44,600	D	
Common Shares	12/30/2005	S	2,700	D	\$ 45.26	41,900	D	
Common Shares	12/30/2005	S	1,100	D	\$ 45.21	40,800	D	
Common Shares	12/30/2005	S	200	D	\$ 45.2	40,600	D	
Common Shares	12/30/2005	S	600	D	\$ 45.18	40,000	D	
Common Shares						200	I	Spouse

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

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 control number.

SEC 1474 (9-02)

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

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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. Transactic Code (Instr. 8)			e Expiration Date (Month/Day/Year) (A) ed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 19.0625	12/30/2005		M		25,000	05/18/2003	05/17/2010	Common Shares	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporting of the Finance France	Director	10% Owner	Officer	Other		
NORTON PATRICK J C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X					

Signatures

Kathy L. Uttley as attorney-in-fact for Patrick J.
Norton 01/03/2006

**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).

Note: File three copies of this Form, one of which must be manually signed. If space 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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