FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
OMB Number:	3235-028						

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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

DORN J	1 0				suer	r Name a	nd Tick	er or Tra	dina 9	S I I			- 1	r Dala	tionchi	of Deporting	n Persor	(s) to I	ccuar		
	1. Name and Address of Reporting Person* <u>HAGEDORN JAMES</u>					2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]										Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner					
SCOTTS	MIRACLE-GRO	(Middle) COMP	ANY		3. Date of Earliest Transaction (Month/Day/Year) 03/31/2011										Office	,	and C	Other (specify below) and CEO			
				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										Form Form	lual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
	Tab	le I - No	n-Deriv	ative	Se	curitie	s Ac	quired,	Dis	posed o	f, o	r Ber	nefic	ially	Owne	ed					
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		r) E	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4				5. Amount of Securities Beneficially Owned Foll		ties cially I Following	Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount		(A) or (D)	Pric	e	Transaction(s) (Instr. 3 and 4)				(5 4)		
Common Shares				03/31/2011				A		38.4098		A	\$5	2.07 4,1		92.3555	I		By DSPP ⁽¹⁾		
Common Shares															67,	543.376	Г				
Common Shares															31,607.57		I		By 401(K) Plan		
Common Shares														2,973,956		I		HPLP ⁽²⁾			
	Ta														wned						
erivative Conversion Date Execution or Exercise (Month/Day/Year) if any		n Date,	Code (Instr.		or of control of contr		Expiration	on Dat	e ar)	Amoul		nstr. 3	Deri Seci (Inst	ivative curity	derivative Securities Beneficially Owned Following Reported	Owner Form: Direct or Indi (I) (Inst	n: ct (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	COTTSLAV VILLE O (S Security (Ins Shares Shares Shares 2. Conversion or Exercise Price of Derivative	COTTSLAWN ROAD VILLE OH (State) Tab Security (Instr. 3) Shares Shares Shares Conversion or Exercise Price of Derivative (Month/Day/Year)	COTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - No Security (Instr. 3) Shares Shares Table II - Conversion or Exercise Price of Derivative (Month/Day/Year) In approximate the price of Derivative (Month/Day/Year) State (Month/Day/Year)	(State) (Zip) Table I - Non-Derive Security (Instr. 3) Shares Shares Table II - Derivate (e.g., pterivative Security) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derivative Security (Instr. 3) Table I - Non-Derivative Conversion or Exercise Price of Derivative of Derivativ	Table I - Non-Derivative Security (Instr. 3) Shares Table II - Derivative Security (e.g., puts, calls Price of Derivative Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Shares Table II - Derivative Security (e.g., puts, calls and Execution Date, if any (Month/Day/Year) (Month/Day/Year) 2. Conversion of Exercise Price of Derivative Security Table II - Derivative Security (e.g., puts, calls and Execution Date, if any (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derivative Securities Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Shares Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Security Security 3. Transaction (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	Table I - Non-Derivative Securities Acquired (e.g., puts, calls, warrants, or Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) Shares Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	VILLE OH 43041 (State) (Zip) Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year) (Month/Day/Year) Shares Table II - Derivative Securities Acquired, Date (Month/Day/Year) (P.g., puts, calls, warrants, option or Exercise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (P.g., puts, calls, warrants, option or Exercise (Month/Day/Year) (Mo	Table I - Non-Derivative Securities Acquired, Dissecurity (Instr. 3) Code V V	VILLE OH 43041 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Georgia (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Shares Table II - Derivative Securities Acquired, Disposed of George (Instr. 8) Code V Amount A 38.409 Shares Table II - Derivative Securities Acquired, Disposed of George (Instr. 8) Shares Table II - Derivative Securities Acquired, Disposed of George (Instr. 8) Shares Table II - Derivative Securities Acquired, Disposed of George (Instr. 8) Shares Table II - Derivative Securities Acquired, Disposed of George (Instr. 8) Shares Table II - Derivative Securities Acquired, Disposed of George (Instr. 8) Shares Table II - Derivative Securities Acquired, Disposed of George (Instr. 8) Shares Date Exercisable and Expiration Date (Instr. 8) (Instr. 3, 4 and 5) Date Expiration	VILLE OH 43041 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Exercise of Exercise of Exercise of Exercise of Exercise of Date (Month/Day/Year) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise of Exercise of Date (Month/Day/Year) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise Of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise Of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise Of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise Of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise Of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise Of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise Of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise Of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise Of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise Of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise Of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise Of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Exercise Of Code (Instr.) Shares Table II - Derivative Securities Acquired, Disposed of, or Instruction Date (Instr.) Shares Table II - Non-Derivative Securities Acquired, Disposed	Scotts Miracle-Gro Company A	Table I - Non-Derivative Securities Acquired, Disposed of, or Benefication Date (Month/Day/Year) A	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Deemed Execution Date (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Date Security (Instr. 3) 2. Deemed (A) or Disposed Of (D) (Instr. 3, 4 and 5) 6. Individual (A) or Disposed Of (D) (Instr. 3, 4 and 5) 6. Individual (A) or Disposed Of (D) (Instr. 3, 4 and 5) 6. Individual (A) or Disposed Of (D) (Instr. 3, 4 and 5) 6. Individual (A) or Disposed Of (D) (Instr. 3, 4 and 5) 7. Individual (A) or Disposed Of (D) (Instr. 3, 4 and 5) 7. Individual (Month/Day/Year) 7. Individual	VILLE OH 43041 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Security (Instr. 3)	VILLE OH 43041 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported (Transactions) (Instr. 3 and 4) 6. Date Exercisable and Conversion Date (e.g., puts, calls, warrants, options, convertible securities) 7. Title and Expiration Date (Month/Day/Year) 8. Price of Derivative Securities Securities (Month/Day/Year) 8. Price of Derivative Securities Securities Securities Securities Securities Derivative Securities Acquired, Date Expiration of Date (Month/Day/Year) 8. Price of Derivative Securities Securities Securities Securities Derivative Securities Securities Derivative Securities Securities Derivative Securities Securities Securities Derivative Securities Securities Securities Derivative Securities Derivative Securities Derivative Securities Derivative Securities Derivative Securities Derivative Securities Date (Instr. 4) 7. Title and Amount of Securities Securities Securities Securities Securities Securities Securities Securities Securities Derivative Securities Securit	VILLE OH 43041 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Shares 13. Transaction (Shares 13. Transaction (Price (Price (Price)) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired (A) or Derivative Securities Acquired (A) or Owned (Price) Transaction (Price) Trans	VILLE OH 43041 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (State) (Zip) 2. Transaction Date (Month/Day/Year) (Month/Day/		

Explanation of Responses:

- 1. Common shares of the Issuer ("Common Shares") acquired under The Scotts Miracle-Gro Company Discounted Stock Purchase Plan (DSPP).
- 2. 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, 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.

Kathy L. Uttley as attorney-infact for James Hagedorn

04/04/2011

** Signature of Reporting Person

Date

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