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. <i>See</i> 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:	3235-0287										
Estimated average burd	en										
hours nor response.	0.5										

1. Name and Address of Reporting Person* SANDERS BARRY W			2. Issuer Name and Ticker or Trading Symbol <u>SCOTTS MIRACLE-GRO CO</u> [SMG]		tionship of Reporting Pe all applicable) Director	10% Owner		
,				x	Officer (give title	Other (specify		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	···	below)	below)		
	TS MIRACLE-G		11/10/2010	President				
C/O THE SCOT	15 MIRACLE-G	RU COMPANY						
14111 SCOTTSI	LAWN ROAD							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	vidual or Joint/Group Filin	g (Check Applicable		
(Street)				Line)				
MARYSVILLE	OU	400.41		X	Form filed by One Rep	orting Person		
MARYSVILLE	OH	43041		Form filed by More than One Reporting		n One Reporting		
					Person			
(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. Transa Code (8)		4. Securities / Disposed Of (Acquired D) (Instr.	(A) or 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownershij	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Shares	11/10/2010		A		20,000 ⁽¹⁾	A	\$0	64,059.11	D		
Common Shares	11/10/2010		S ⁽²⁾		300	D	\$50.27	63,759.11	D		
Common Shares	11/10/2010		S ⁽²⁾		300	D	\$50.25	63,459.11	D		
Common Shares	11/10/2010		S ⁽²⁾		300	D	\$50.24	63,159.11	D		
Common Shares	11/10/2010		S ⁽²⁾		100	D	\$50.23	63,059.11	D		
Common Shares	11/10/2010		S ⁽²⁾		300	D	\$50.22	62,759.11	D		
Common Shares	11/10/2010		S ⁽²⁾		300	D	\$50.2 1	62,459.11	D		
Common Shares	11/10/2010		S ⁽²⁾		200	D	\$50.2	62,259.11	D		
Common Shares	11/10/2010		S ⁽²⁾		102	D	\$50.19	62,157.11	D		
Common Shares	11/10/2010		S ⁽²⁾		1,198	D	\$50.18	60,959.11	D		
Common Shares	11/10/2010		S ⁽²⁾		2,305	D	\$50. 17	58,654.11	D		
Common Shares	11/10/2010		S ⁽²⁾		4,120	D	\$50.16	54,534.11	D		
Common Shares	11/10/2010		S ⁽²⁾		3,495	D	\$50.15	51,039.11	D		
Common Shares	11/10/2010		S ⁽²⁾		2,095	D	\$50.14	48,944.11	D		
Common Shares	11/10/2010		S ⁽²⁾		2,188	D	\$50.13	46,756.11	D		
Common Shares	11/10/2010		S ⁽²⁾		997	D	\$50.12	45,759.11	D		
Common Shares	11/10/2010		S ⁽²⁾		400	D	\$50.11	45,359.11	D		
Common Shares	11/10/2010		S ⁽²⁾		900	D	\$50.1	44,459.11	D		
Common Shares	11/10/2010		S ⁽²⁾		300	D	\$50.09	44,159.11	D		
Common Shares	11/10/2010		S ⁽²⁾		100	D	\$50.073	44,059.11	D		
Common Shares								305.0903	Ι	By DSPP	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities 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)	Beneficial Ownership (Instr. 4)	

		Ta							ired, Disp options,	convertit	le sec	I or I	y Owned			
1. Title of Derivative	2. Conversion	3. Transaction	3A. Deeme Execution		C ode Transa		(A)Nu	um(160) r	ExDetisEbler Expiration D			aSolidiares	8. Price of Derivative	9. Number of	10. Ownership	11. Nature of Indirect
Begelantation	of Respises	e \$Month/Day/Year) he Issuer reflect perf	if any	· ·	Code (Instr.		vative Irities Lof perf	(Month/Day/	rear)	Securi	ties	Security (Instr. 5)	Securities Beneficially	Form: Direct (D)	Beneficial Ownership . (Instr. 4)
2. The sales r	ep Security this l	Form 4 were made p	ursuant to a l	Rule 10b	5-1 tradi	ng plan	a(A)po	ard by th	e reporting per	son on Augus	t 2 5e20/li Land 4)	ty (Instr. 3		Following	(I) (Instr. 4)	· ·
							of (D	r. 3, 4		<u>Ka</u>	<u>athy L.</u>		<u>attorney-i</u> Sanders	Peported <u>n-arostion(s)</u> (Ins <u>11/12/201</u>	 <u>0</u> 	
				[**	Signatui	re of Repor	ing Person	Date		
Reminder: R	eport on a se	parate line for eacl	class of se	ecurities	benefic	ially ov	vned o	directly	or indirectly.							
* If the form	is filed by mo	e than one reportir	g person, s	see Instr	uction 4	4 (b)(v)										
** Intentiona	l misstatemer	ts or omissions of	acts consti	itute Fed	eral Cri	iminal \	/iolatio	ons See	e 18 U.S.C. 1	001 and 15 U	J.S.C. 7	8ff(a).				
Note: File th	ree copies of	this Form, one of w	hich must I	be manu	ally sig	hed. If	space	is insu	fficient, see Ir	struction 6 f	or proce	dAlifiount				
Persons wh	o respond to	the collection of	informatio	on conta	ined in Code	this fo	rm ai (A)	re not r (D)	equired to re Date Exercisable	espond unle Expiration Date		offn displa Number of Shares	iys a currer	itly valid OMB I	lumber.	

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 31st day of March, 2009.

/s/ Barry W. Sanders Signature

Barry W. Sanders Print Name