Edgar Filing: BRUNNER GORDON F - Form 4

	GORDON F										
Form 4 January 31,	2006										
FORN Check th	14 UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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									35-0287
Form 5 obligation <i>See</i> Instr 1(b).	rest of the section o									Expires: Januar Estimated average burden hours per response	
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> BRUNNER GORDON F			2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	(First) SCOTTS MIRA Y, 14111 SCOT		(Month/	of Earliest T Day/Year) 2006	ransaction			X Director Officer (give below)		10% Owner Other (specif	у
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
MARYSVI	ILLE, OH 4304	1						Form filed by Person	More than One	e Reporting	
(City)	(State)	(Zip)	Tal	ole I - Non-l	Derivative	Securi	ties Ac	equired, Disposed	of, or Benefi	cially Own	ed
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)(Instr. 3)any (Month/Day/Year)			Date, if	Date, if TransactionAcquired (A) or Code Disposed of (D) y/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indire (I) (Instr. 4)	Indirect	ial hip	
				Code V		(D) 1	Price				
Reminder: Rej	port on a separate li	ne for each cl	ass of sec	urities bene	ficially own	ned dire	ectly 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.

 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Dat (Month/Day/Y	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	7 (A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Units (Phantom Stock)	\$ 0 <u>(1)</u>	01/27/2006		A	808	<u>(2)</u>	(2)	Common Shares	808	
Stock Option (right to buy)	\$ 49.55	01/27/2006		А	14,000	01/27/2007	01/27/2016	Common Shares	14,000	

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BRUNNER GORDON F C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	Х					
Signatures						
Kathy L. Uttley as attorney-in-fact for Gordon F. Brunner	01/31/2006					
**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).
- (1) This security converts on a 1-for-1 basis.
- (2) The Director Stock units will be settled 100% in stock issued in one installment, commencing at the earlier of (a) the occurrence of a "Change in Control" of Issuer or (b) the reporting person's cessation of service on the Issuer's Board.

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.