## Edgar Filing: NORTON PATRICK J - Form 4

NORTON PATRICK J						
Form 4						
January 31, 2006						
FORM 4 UNITED	OMB APPROVAL					
Check this box		S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549			3235-0287	
if no longer subject to Section 16. Form 4 or Form 5 Filed pur	rsuant to Section	WNERSHIP OF	Expires:January 3 200Estimated average burden hours per response0			
<i>See</i> Instruction 1/(16).		Utility Holding Company Act Investment Company Act of		1		
(Print or Type Responses)						
1. Name and Address of Reporting NORTON PATRICK J	Symbo	TS MIRACLE-GRO CO	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (1 C/O THE SCOTTS MIRACI COMPANY, 14111 SCOTT ROAD	(Month LE-GRO 01/27	of Earliest Transaction h/Day/Year) /2006	X Director Officer (give t below)	title 0% below)	6 Owner er (specify	
(Street)		nendment, Date Original Ionth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
MARYSVILLE, OH 43041			Form filed by M Person	lore than One Ro	eporting	
(City) (State)	(Zip) Ta	ble I - Non-Derivative Securities	Acquired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	SecuritiesFeBeneficially(IOwned(IFollowing(IReportedTransaction(s)(Instr. 3 and 4)	Ownership orm: Direct D) or Indirect ) nstr. 4)	Indirect	
Reminder: Report on a separate line	e for each class of se	curities 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.

 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	Conversion(Month/Day/Year)Execution Dateor ExerciseanyPrice of(Month/Day/Year)Derivative		Code	5. Number of iorDerivative 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 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)	\$ 49.55	01/27/2006		A	11,000		01/27/2007	01/27/2016	Common Shares	11,000	
Reporting Owners											
<b>Reporting Owner Name / Address</b>		ess		Relationsh	ips						
		Di	rector 10	0% Owner	Off	icer Other					
C/O THE 14111 SC	V PATRICK SCOTTS N OTTSLAW /ILLE, OH	/IIRACLE-GRO ( /N ROAD	COMPANY	Х							
Signa	tures										
Kathy L. Norton	Uttley as at	torney-in-fact for	Patrick J.	01	1/31/2006						
	**Signatur	e 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.