

Brockman Vincent C  
 Form 4  
 December 14, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Brockman Vincent C

2. Issuer Name and Ticker or Trading Symbol  
 SCOTTS MIRACLE-GRO CO  
 [SMG]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/10/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, GC and Secretary

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTSLAWN ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount		
					(A) or (D)		
					Price		
Common Shares	12/10/2009		A		118.575 (1)	A	\$ 39.039 45,646.165 D
Common Shares	12/10/2009		A		0.042	A	\$ 39.5472 13.3119 I By DSPP (2)

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

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brockman Vincent C C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041			EVP, GC and Secretary	

## Signatures

Kathy L. Uttley as attorney-in-fact for Vincent C. Brockman 12/14/2009

\*\*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).
- Reflects common shares of the Issuer represented by amount credited to the benchmark Company stock fund within the reporting person's
- (1) bookkeeping account under The Scotts Company LLC Executive Retirement Plan as a result of the crediting of amounts calculated as if invested in the Company stock fund as a result of dividends paid with respect to common shares of the Issuer.
  - (2) Common shares were acquired pursuant to the dividend reinvestment feature of The Scotts Miracle-Gro Company Discounted Stock Purchase Plan (DSPP).

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. T STYLE="font-family:Times New Roman" SIZE="2">

Argent Classic Convertible Arbitrage Fund L.P. (44)

9,413 9,413 \* 9,413

Argent Classic Convertible Arbitrage Fund II, L.P. (44)

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2,534 2,534 \* 2,534

Argentum Multi-Strategy Fund Ltd (44)

2,534 2,534 \* 2,534

Argentum Multi-Strategy Fund L.P. (44)

724 724 \* 724

Arkansas Teacher Retirement System (8)

133,598 133,598 \* 133,598

Arlington County Employees Retirement System (5)

23,931 23,931 \* 23,931

Baptist Health of South Florida (8)

41,274 41,274 \* 41,274

Bayerische Hypo und Vereinsbank AG (45)

452,570 452,570 \* 452,570

Black Diamond Convertible Offshore LDC (9)

72,411 72,411 \* 72,411

Black Diamond Offshore Ltd. (9)(50)

6,707 24,981 31,688 \* 24,981 6,707 \*

BMO Nesbitt Burns, Inc. (10)

128,529 128,529 \* 128,529

British Virgin Islands Social Security Board (5)(56)

3,742 5,539 9,281 \* 5,539 3,742 \*

Casam Context Offshore Advantage Fund Limited (6)

56,118 56,118 \* 56,118

CB Richard Ellis Investors, LLC (11)

24,852 24,852 \* 24,852

Cincinnati Insurance Company (12)

5,430 5,430 \* 5,430

Citigroup Global Markets Inc. (13)

Explanation of Responses:

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36,205 36,205 \* 36,205

City University of New York (5)

4,779 4,779 \* 4,779

CNH CA Master Account, L.P. (14)(51)

160,044 31,933 191,977 \* 31,933 160,044 \*

CNH CA Master Fund, L.P. (14)

44,605 44,605 \* 44,605

Continental Assurance Company on Behalf of Its Separate Account (E)(16)

94,134 94,134 \* 94,134

Convertible Securities Fund (15)

724 724 \* 724

Context Advantage Master Fund, L.P. (6)

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383,779 383,779 \* 383,779

Name (1)	Shares of Common Stock Beneficially Owned Prior to the Exchange	Maximum Number of Shares of Common Stock Issuable Upon Exchange of Outstanding Debentures (2)	Shares of Common Stock Beneficially Owned Following the Exchange (3)		Number of Shares of Common Stock Offered	Common Stock Beneficially Owned after Resale (4)	
			Shares	Percent		Shares	Percent
CQS Convertible and Quantitative Strategies Master Fund Ltd (17)		90,514	90,514	*	90,514		
Daimler Chrysler Corp. Emp. #1 Pension Plan dated 4/1/89 (18)		45,655	45,655	*	45,655		
D.E. Shaw Valence Portfolios, L.L.C. (19)		181,028	181,028	*	181,028		
DBAG London (46)		570,093	570,093	*	570,093		
DKR SoundShore Oasis Holding Fund Ltd. (47)	327,525	362,056	689,581	*	362,056	327,525	*
Double Black Diamond Offshore LDC (9)(52)	110,972	156,046	267,018	*	156,046	110,972	*
Elite Classic Convertible Arbitrage Ltd. (44)		5,792	5,792	*	5,792		
Ellington Overseas Partners, LTD (20)		72,411	72,411	*	72,411		
Engineers Joint Pension Fund (8)		15,387	15,387	*	15,387		
Finch Tactical Plus Class B (6)		17,197	17,197	*	17,197		
FPL Group Employee Pension Plan (18)		17,595	17,595	*	17,595		
Franklin and Marshall College (18)		1,086	1,086	*	1,086		
Froley Revy Alternative Strategies (21)		18,102	18,102	*	18,102		
Grable Foundation (5)		2,461	2,461	*	2,461		
Grady Hospital (5)(57)	2,847	3,005	5,852	*	3,005	2,847	*
Guardian Pension Trust (22)		18,102	18,102	*	18,102		
Harry M. & Violet Turner Charitable Trust (23)		3,620	3,620	*	3,620		
HBK Master Fund L.P. (24)		1,267,196	1,267,196	1.38%	1,267,196		
HFR CA Global Select Master Trust Account (44)		5,068	5,068	*	5,068		
Highbridge International LLC (25)(49)	917,904	536,748	1,454,652	1.58%	536,748	917,904	1.00%
Independence Blue Cross (5)(58)	15,863	16,401	32,264	*	16,401	15,863	*
Institutional Benchmarks Series (Master Feeder) Limited in Respect of Alcor Series (6)		17,197	17,197	*	17,197		
Institutional Benchmarks Series (Master Feeder) Limited in Respect of the Grafton Sub Fund (6)		8,146	8,146	*	8,146		
JMG Capital Partners, L.P. (26)		391,020	391,020	*	391,020		

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			Shares	Percent		Shares	Percent
KBC Convertibles MAC28 Limited (27)		28,964	28,964	*	28,964		
KBC Diversified Fund, a Segregated Portfolio of KBC Diversified Fund, SPC (27)		57,928	57,928	*	57,928		
LDG Limited (28)		12,092	12,092	*	12,092		
Lehman Brothers (42)		217,233	217,233	*	217,233		
Lyxor/Context Fund LTD (6)		52,498	52,498	*	52,498		
Lyxor Quest Fund LTD (29)		108,616	108,616	*	108,616		
McMahan Securities Co. L.P. (43)		18,102	18,102	*	18,102		
Merrill Lynch, Pierce, Fenner and Smith (30)		155,684	155,684	*	155,684		
Mohican VCA Master Fund, Ltd. (31)		99,565	99,565	*	99,565		
Morgan Stanley Convertible Securities Trust (32)(63)	17,652	12,671	30,323	*	12,671	17,652	*
New Orleans Firefighters (5)		2,787	2,787	*	2,787		
Nicholas-Applegate U.S. Convertible Fund (8)		139,029	139,029	*	139,029		
NJF Dividend, Interest and Premium Strategy Fund (8)		253,439	253,439	*	253,439		
Occidental Petroleum Corporation (5)(59)	7,202	10,644	17,846	*	10,644	7,202	*
Opportunistic Convertible Arbitrage Fund Ltd. (14)		144,822	144,822	*	144,822		
Oregon Convertible Opportunities Bond Fund, L.P. (14)(48)	58,651	6,335	64,986	*	6,335	58,651	*
Police & Firefighters of the City of Detroit (5)		16,292	16,292	*	16,292		
Polygon Global Opportunities Master Fund (33)		99,565	99,565	*	99,565		
ProMutual (5)(60)	18,146	30,195	48,341	*	30,195	18,146	*
Quest Global Convertible Master Fund LTD (29)		36,205	36,205	*	36,205		
Rampart Enhanced Convertible Investors, LLC (34)		8,073	8,073	*	8,073		
RBC Capital Markets (35)		108,616	108,616	*	108,616		
Rhythm Fund, Ltd. (27)		57,928	57,928	*	57,928		
San Diego City Retirement (8)		53,765	53,765	*	53,765		
San Diego County Convertible (8)		60,644	60,644	*	60,644		
San Diego County Employee Retirement Association (8)		24,076	24,076	*	24,076		

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			Shares	Percent		Shares	Percent
San Francisco Public Employees Retirement System (5)		47,284	47,284	*	47,284		
Silvercreek L.P. (36)		1,086,168	1,086,168	1.19%	1,086,168		
Silvercreek II Limited (36)		506,878	506,878	*	506,878		
Steelhead Pathfinder Master, LP (37)		206,371	206,371	*	206,371		
Sunrise Partners Limited Partnership (54)		229,290	229,290	*	229,290		
Suttonbrook Capital Portfolio L.P. (38)		1,375,812	1,375,812	1.50%	1,375,812		
TD Securities (USA) LLC (53)		72,411	72,411	*	72,411		
TQA Master Fund, Ltd. (28)		94,713	94,713	*	94,713		
TQA Master Plus Fund, Ltd. (28)		43,157	43,157	*	43,157		
Trustmark (5)(61)	7,437	10,463	17,900	*	10,463	7,437	*
Van Kampen Harbor Fund (39)(64)	41,188	23,533	64,721	*	23,533	41,188	*
Vicis Capital Master Fund (40)		117,668	117,668	*	117,668		
Worldwide Transactions Ltd. (6)		14,482	14,482	*	14,482		
Wyoming State Treasurer (8)		46,886	46,886	*	46,886		
Xaraf Capital Master Fund L.P. (62)		47,067	47,067	*	47,067		
Xavex Convertible Arbitrage 10 Fund (44)		6,517	6,517	*	6,517		
Zerbst 2003 Family Trust (41)		2,862	2,862	*	2,862		
Zurich Institutional Benchmarks Master Fund, Ltd. (28)		22,013	22,013	*	22,013		

\* Less than one percent of the outstanding shares of common stock.

- (1) Additional selling securityholders not named in this prospectus will not be able to use this prospectus for resales until they are named in the selling securityholder table by a prospectus supplement or post-effective amendment.
- (2) The maximum aggregate number of shares of common stock that may be sold under this prospectus will not exceed 6,245,466.
- (3) Calculated based on Rule 13d-3(d)(1)(i) under the Exchange Act based on 90,543,637 shares of common stock outstanding as of November 17, 2010, and assumes that the maximum exchange rate of 36.2056 shares of our common stock per \$1,000 principal amount of debentures is the applicable exchange rate at the time of the exchange. The actual shares of common stock that will be beneficially owned following the exchange will depend on the exchange rate of the debentures in effect at the time of exchange. In calculating the percentage for a particular selling securityholder, we assumed that such selling securityholder exchanges the full principal amount of debentures held by such selling securityholder but that no other selling securityholders exchange any of the principal amount of debentures held by such other selling securityholders.

- (4) Assumes that each selling securityholder will sell the maximum number of shares of common stock for which the outstanding debentures held by such selling securityholder are exchangeable.
- (5) Tracy Maitland has the power to direct the voting and disposition of the securities held by 1976 Distribution Trust FBO A.R. Lauder, 2000 Revocable Trust FBO A.R. Lauder, Alcon Laboratories, Arlington County Employees Retirement System, British Virgin Islands Social Security Board, City University of New York, Grable Foundation, Grady Hospital, Independence Blue Cross, New Orleans Firefighters, Occidental Petroleum Corporation, Police & Firefighters of the City of Detroit, ProMutual, San Francisco Public Employees Retirement System and Trustmark.
- (6) Michael S. Rosen and William D. Fertig share the power to direct the voting and disposition of the securities held by AHFP Context, Altma Fund Sicav plc in respect of the Grafton Sub Fund, Casam Context Offshore Advantage Fund Limited, Context Advantage Master Fund, L.P., Finch Tactical Plus Class B, Institutional Benchmarks Series (Master Feeder) Limited in Respect of Alcor Series, Institutional Benchmarks Series (Master Feeder) Limited in Respect of the Grafton Sub Fund, Lyxor/Context Fund LTD and Worldwide Transactions Ltd.
- (7) Amaranth Advisors LLC, the Trading Advisor for Amaranth LLC, exercises dispositive powers with respect to the debentures, and voting and/or dispositive power with respect to the common stock underlying the debentures. Amaranth Advisors LLC has designated authorized signatories who will sign on behalf of Amaranth LLC. Nicholas M. Maounis is the managing member of Amaranth Advisors LLC.
- (8) Nicholas-Applegate Capital Management LLC ( Nicholas-Applegate ) is an investment adviser registered under the Investment Advisers Act of 1940. Nicholas-Applegate is an affiliate of Nicholas-Applegate Securities LLC, a limited purpose broker-dealer registered with the NASD effective April 1993. Nicholas-Applegate Securities LLC was organized in December 1992 for the sole purpose of distributing mutual funds sponsored by Nicholas-Applegate. This selling securityholder has delegated full investment authority to Nicholas-Applegate, as investment adviser, over these securities, including full dispositive power. The Chief Investment Officer of Nicholas-Applegate is Horacio A. Valeiras, CFA who, in such capacity, has oversight authority over all portfolio managers at Nicholas-Applegate. To the knowledge of Nicholas-Applegate, the securities listed herein were not acquired as compensation for employment, underwriting or any other services performed by the selling securityholder for the benefit of the issuer.
- (9) Clint D. Carlson has the power to direct the voting and disposition of the securities held by Black Diamond Convertible Offshore LDC, Black Diamond Offshore Ltd. and Double Black Diamond Offshore LDC.
- (10) BMO Nesbitt Burns, Inc. is a subsidiary of The Bank of Montreal, a publicly held entity.
- (11) CB Richard Ellis Group, Inc., a publicly held entity, has the power to direct the voting and disposition of the securities held by CB Richard Ellis Investors, LLC.
- (12) Cincinnati Insurance Company is a subsidiary of Cincinnati Financial Corporation, a publicly held entity.
- (13) Citigroup Global Markets Inc. is a subsidiary of Citigroup, Inc., a publicly held entity.
- (14) AQR Capital Management, LLC is the investment advisor (the Advisor ) of the selling securityholder and has sole voting and dispositive power over the securities held by the selling securityholder. Investment principals for the Advisor are Clifford S. Asness, David G. Kabiller, Robert J. Krail, John M. Liew, Jacques A. Friedman, Oktay Kurbanov, Bradley D. Asness, Ronen Israel, Lars Nielsen, Michael Mendelson, Stephen Mellas and Gregor Andrade. AQR Capital Management III, LLC acts as general partner of the selling securityholder and has delegated to the Advisor full discretionary control relating to all investment decisions made on behalf of the selling securityholder.
- (15) Yanfang (Emma) Yan, Director and Senior Equity Portfolio Manager, has the power to direct the voting and disposition of the securities held by Convertible Securities Fund.
- (16) Continental Assurance Company on Behalf of Its Separate Account (E) is a subsidiary of CNA Financial and Loews Corporation, both publicly held entities.
- (17) Alan Smith, Blair Gauld, Denis Hunter, Karla Bodden and Jim Rogers share the power to direct the voting and disposition of the securities held by CQS Convertible and Quantitative Strategies Master Fund Ltd.
- (18) Palisade Capital Management, LLC is the investment adviser of Daimler Chrysler Corp. Emp. #1 Pension Plan dated 4/1/89, FPL Group Employee Pension Plan and Franklin and Marshall College. Jack Feiler, Chief Investment Officer of Palisade Capital Management, LLC, has the power to direct the voting and disposition of the securities held by Daimler Chrysler Corp. Emp. #1 Pension Plan dated 4/1/89, FPL Group Employee Pension Plan and Franklin and Marshall College.
- (19) D.E. Shaw & Co. L.P. is the managing member and investment adviser of D.E. Shaw Valence Portfolios, L.L.C. and has voting control and investment discretion over the securities held by D.E. Shaw Valence Portfolios, L.L.C. Julius Gaudio, Eric Wepsic and Anne Dinning of D.E. Shaw & Co. L.P., or their designees, have the power to direct the voting and disposition of the securities held by D.E. Shaw Valence Portfolios, L.L.C. on D.E. Shaw & Co. L.P.'s behalf.
- (20) Ellington Management Group, LLC is the investment adviser of Ellington Overseas Partners, LTD. Michael Vranos, principal of Ellington Management Group, LLC, has voting control and investment discretion over the securities held by Ellington Overseas Partners, LTD. Mr. Vranos disclaims beneficial ownership over the securities held by Ellington Overseas Partners, LTD, except to the extent of any indirect ownership interest he may have in such securities through his economic participation in Ellington Overseas Partners, LTD.



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- (21) Ann Houlihan has the power to direct the voting and disposition of the securities held by Frolely Revy Alternative Strategies.
- (22) John Murphy, managing director of Guardian Life Insurance Company of America, has the power to direct the voting and disposition of the securities held by Guardian Pension Trust.
- (23) Steven A. Soloria has the power to direct the voting and disposition of the securities held by the Harry M. & Violet Turner Charitable Trust.
- (24) HBK Investments L.P. has shared voting and dispositive power over the securities held by HBK Master Fund L.P. pursuant to an Investment Management Agreement between HBK Investments L.P. and HBK Master Fund L.P. HBK Investments L.P. has delegated discretion to vote and dispose of the securities to HBK Services LLC. The following individuals may be deemed to have control over HBK Investments L.P.: Jamiel A. Akhtar, Richard L. Booth, David C. Haley and William E. Rose.
- (25) Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC and has the power to direct the voting and disposition of the securities held by Highbridge International LLC. Glenn Dubin and Henry Swieca control Highbridge Capital Management, LLC and have voting control and investment discretion over the securities held by Highbridge International LLC. Each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of the securities held by Highbridge International LLC.
- (26) JMG Capital Management, LLC is the general partner and investment adviser of JMG Capital Partners, L.P. and has the power to direct the voting and disposition of the securities held by JMG Capital Partners, L.P. The equity interests of JMG Capital Management, LLC are owned by JMG Capital Management, Inc. and Asset Alliance Holding Corp. Jonathan M. Glaser, the executive officer and director of JMG Capital Management, Inc., has sole investment discretion over JMG Capital Partners, L.P.'s portfolio holdings.
- (27) Carlo Georg, Chief Investment Officer of KBC Alternative Investment Management Limited, has the power to direct the voting and disposition of the securities held by KBC Convertibles MAC28 Limited, KBC Diversified Fund, a Segregated Portfolio of KBC Diversified Fund, SPC and Rhythm Fund, Ltd.
- (28) TQA Investors LLC has sole investment power and shared voting power over the securities held by LDG Limited, TQA Master Fund, Ltd., TQA Master Plus Fund, Ltd. and Zurich Institutional Benchmarks Master Fund, Ltd. John Idone, Paul Bucci, Darren Langis and Andrew Anderson are members of TQA Investors LLC.
- (29) Quest Investment Management, LLC has the power to direct the voting and disposition of the securities held by Lyxor Quest Fund LTD and Quest Global Convertible Master Fund LTD. The managers with investment authority of Quest Investment Management, LLC are Frank Campana and James Doolin.
- (30) Tim Reilly has the power to direct the voting and disposition of the securities held by Merrill Lynch, Pierce, Fenner and Smith.
- (31) Eric Hage and Daniel Hage share the power to direct the voting and disposition of the securities held by Mohican VCA Master Fund, Ltd.
- (32) Morgan Stanley Convertible Securities Trust is an investment company, subject to the Investment Company Act of 1940.
- (33) Polygon Investment Partners LP and Polygon Investment Partners LP (the Investment Managers), Polygon Investment Ltd. (the Manager), Alexander E. Jackson, Reade E. Griffith and Patrick G. Dear share voting and dispositive power of the securities held by Polygon Global Opportunities Master Fund. The Investment Managers, the Manager, Alexander E. Griffith, Reade E. Griffith and Patrick G. Dear disclaim beneficial ownership of the securities held by Polygon Global Opportunities Master Fund.
- (34) Jack Feiler, Chief Investment Officer of Palisade Capital Management, LLC, acts as the Investment Advisor with the power to direct the voting and disposition of the securities held by Rampart Enhanced Convertible Investors, LLC.
- (35) RBC Capital Markets is an investment company, subject to the Investment Company Act of 1940.
- (36) Louise Morwick, President of Silvercreek Management, Inc., and Bryn Joynt, Vice-President of Silvercreek Management, Inc., share the power to direct the voting and disposition of the securities held by Silvercreek L.P. and Silvercreek II Limited.
- (37) J. Michael Johnston and Brian K. Klein, Managing Members of Steelhead Partners, LLC (the General Partner of Steelhead Pathfinder Master, LP), share the power to direct the voting and disposition of the securities held by Steelhead Pathfinder Master, LP.
- (38) Suttonbrook Capital Management L.P. is the investment manager of Suttonbrook Capital Portfolio L.P. John London and Steve Weinstein are the natural persons with control over Suttonbrook Capital Management L.P.
- (39) Van Kampen Asset Management, as the selling securityholder's investment advisor, has discretionary authority to direct the voting and disposition of the securities held by Van Kampen Harbor Fund, an investment company, subject to the Investment Company Act of 1940.
- (40) Shad Stastney, John Succo and Sky Lucas share the power to direct the voting and disposition of the securities held by Vicis Capital Master Fund.

- (41) Robert H. Zerbst, as Trustee, has the power to direct the voting and disposition of the securities held by Zerbst 2003 Family Trust. Mr. Zerbst is currently a director of Digital Realty Trust, Inc. and has served in such capacity since October 2009.
- (42) Lehman Brothers is an investment company, subject to the Investment Company Act of 1940.
- (43) David Bruce McMahan has the power to direct the voting and disposition of the securities held by McMahan Securities Co. L.P.
- (44) Nathaniel Brown and Robert Richardson have the power to direct the voting and disposition of the securities held by Argent Classic Convertible Arbitrage Fund Ltd., Argent Classic Convertible Arbitrage Fund L.P., Argent Classic Convertible Arbitrage Fund II, L.P., Argentum Multi-Strategy Fund Ltd, Argentum Multi-Strategy Fund L.P., Elite Classic Convertible Arbitrage Ltd., HFR CA Global Select Master Trust Account and Xavex Convertible Arbitrage 10 Fund.
- (45) Bayerische Hypo und Vereinsbank AG is a publicly held entity in Germany, regulated by German authorities.
- (46) DBAG London is a subsidiary of Deutsche Bank Securities Inc., a publicly held entity.
- (47) The investment manager of DKR SoundShore Oasis Holding Fund Ltd. (the Fund) is DKR Oasis Management Company LP (the Investment Manager). The Investment Manager has the authority to do any and all acts on behalf of the Fund, including voting any shares held by the Fund. Mr. Seth Fischer is the managing partner of Oasis Management Holdings LLC, one of the general partners of the Investment Manager. Mr. Fischer has ultimate responsibility for investments with respect to the Fund. Mr. Fischer disclaims beneficial ownership of the shares. The Fund beneficially owns 327,525 shares of common stock issuable upon conversion of 550,000 shares of Digital Realty Trust, Inc.'s 5.500% Series D Cumulative Convertible Preferred Stock held by the Fund.
- (48) The shares of common stock beneficially owned by Oregon Convertible Opportunities Bond Fund, L.P. include 57,953 shares of our common stock for which \$2,492,000 principal amount of 5.50% Exchangeable Senior Debentures due 2029 of Digital Realty Trust, L.P. held by Oregon Convertible Opportunities Bond Fund, L.P. are exchangeable at the current exchange rate of 23.5360 shares of our common stock per \$1,000 principal amount of debentures.
- (49) The shares of common stock beneficially owned by Highbridge International LLC include 909,976 shares of our common stock for which \$39,000,000 principal amount of 5.50% Exchangeable Senior Debentures due 2029 of Digital Realty Trust, L.P. held by Highbridge International LLC are exchangeable at the current exchange rate of 23.5360 shares of our common stock per \$1,000 principal amount of debentures.
- (50) The shares of common stock beneficially owned by Black Diamond Offshore Ltd. include 6,627 shares of our common stock for which \$285,000 principal amount of 5.50% Exchangeable Senior Debentures due 2029 of Digital Realty Trust, L.P. held by Black Diamond Offshore Ltd. are exchangeable at the current exchange rate of 23.5360 shares of our common stock per \$1,000 principal amount of debentures.
- (51) The shares of common stock beneficially owned by CNH CA Master Account, L.P. include 158,139 shares of our common stock for which \$6,800,000 principal amount of 5.50% Exchangeable Senior Debentures due 2029 of Digital Realty Trust, L.P. held by CNH CA Master Account, L.P. are exchangeable at the current exchange rate of 23.5360 shares of our common stock per \$1,000 principal amount of debentures.
- (52) The shares of common stock beneficially owned by Double Black Diamond Offshore LDC include 109,651 shares of our common stock for which \$4,715,000 principal amount of 5.50% Exchangeable Senior Debentures due 2029 of Digital Realty Trust, L.P. held by Double Black Diamond Offshore LDC are exchangeable at the current exchange rate of 23.5360 shares of our common stock per \$1,000 principal amount of debentures.
- (53) Simon Pharr has the power to direct the voting and disposition of the securities held by TD Securities (USA) LLC.
- (54) Sunrise Partners Limited Partnership is an affiliate of Paloma Securities LLC, a registered broker-dealer. Sunrise Partners Limited Partnership has certified that it purchased the securities being offered by it in the ordinary course of business, and at the time of the purchase of such securities, had no agreements or understandings, directly or indirectly, with any person to distribute such securities. S. Donald Sussman and Lauren Rose share the power to direct the voting and disposition of the securities held by Sunrise Partners Limited Partnership.
- (55) The shares of common stock beneficially owned by Alcon Laboratories include 8,441 shares of our common stock for which \$363,000 principal amount of 5.50% Exchangeable Senior Debentures due 2029 of Digital Realty Trust, L.P. held by Alcon Laboratories are exchangeable at the current exchange rate of 23.5360 shares of our common stock per \$1,000 principal amount of debentures.
- (56) The shares of common stock beneficially owned by British Virgin Islands Social Security Board include 3,697 shares of our common stock for which \$159,000 principal amount of 5.50% Exchangeable Senior Debentures due 2029 of Digital Realty Trust, L.P. held by British Virgin Islands Social Security Board are exchangeable at the current exchange rate of 23.5360 shares of our common stock per \$1,000 principal amount of debentures.
- (57) The shares of common stock beneficially owned by Grady Hospital include 2,813 shares of our common stock for which \$121,000 principal amount of 5.50% Exchangeable Senior Debentures due 2029 of Digital Realty Trust, L.P. held by Grady Hospital are exchangeable at the current exchange rate of 23.5360 shares of our common stock per \$1,000 principal amount of debentures.
- (58) The shares of common stock beneficially owned by Independence Blue Cross include 15,674 shares of our common stock for which \$674,000 principal amount of 5.50% Exchangeable Senior Debentures due 2029 of Digital Realty Trust, L.P. held by Independence Blue Cross are exchangeable at the current exchange rate of 23.5360 shares of our common stock per \$1,000 principal amount of debentures.

- (59) The shares of common stock beneficially owned by Occidental Petroleum Corporation include 7,116 shares of our common stock for which \$306,000 principal amount of 5.50% Exchangeable Senior Debentures due 2029 of Digital Realty Trust, L.P. held by Occidental Petroleum Corporation are exchangeable at the current exchange rate of 23.5360 shares of our common stock per \$1,000 principal amount of debentures.
- (60) The shares of common stock beneficially owned by ProMutual include 17,930 shares of our common stock for which \$771,000 principal amount of 5.50% Exchangeable Senior Debentures due 2029 of Digital Realty Trust, L.P. held by ProMutual are exchangeable at the current exchange rate of 23.5360 shares of our common stock per \$1,000 principal amount of debentures.
- (61) The shares of common stock beneficially owned by Trustmark include 7,348 shares of our common stock for which \$316,000 principal amount of 5.50% Exchangeable Senior Debentures due 2029 of Digital Realty Trust, L.P. held by Trustmark are exchangeable at the current exchange rate of 23.5360 shares of our common stock per \$1,000 principal amount of debentures.
- (62) Chris Walsh has the power to direct the voting and disposition of the securities held by Xaraf Capital Master Fund L.P.
- (63) The shares of common stock beneficially owned by Morgan Stanley Convertible Securities Trust include 17,441 shares of our common stock for which \$750,000 principal amount of 5.50% Exchangeable Senior Debentures due 2029 of Digital Realty Trust, L.P. held by Morgan Stanley Convertible Securities Trust are exchangeable at the current exchange rate of 23.5360 shares of our common stock per \$1,000 principal amount of debentures.
- (64) The shares of common stock beneficially owned by Van Kampen Harbor Fund include 40,697 shares of our common stock for which \$1,750,000 principal amount of 5.50% Exchangeable Senior Debentures due 2029 of Digital Realty Trust, L.P. held by Van Kampen Harbor Fund are exchangeable at the current exchange rate of 23.5360 shares of our common stock per \$1,000 principal amount of debentures.