#### SCOTTS MIRACLE-GRO CO

Form 4 July 24, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

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Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Hagedorn Partnership, L.P.

800 PORT WASHINGTON

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO

[SMG]

3. Date of Earliest Transaction

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

**BOULEVARD** 

(City)

Common

Shares

(First)

(Middle)

(Zip)

07/23/2013

Director X 10% Owner \_ Other (specify Officer (give title below)

(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 Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PORT WASHINGTON, NY 11050

(State)

07/23/2013

2. Transaction Date 2A. Deemed 1. Title of 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Securities Beneficially Owned (D) or Following Reported (Instr. 4)

7. Nature of Ownership Indirect Form: Direct Beneficial Ownership Indirect (I) (Instr. 4)

(9-02)

(A) or Price (D)

Transaction(s) (Instr. 3 and 4)

Code V Amount S 23,624 D 50.04

17,066,009

D

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title an	nd 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount o	of Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underlyin	ng Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired		Securities	(Instr. 5)	Bene	
	Derivative						(Instr. 3 a	nd 4)	Owne	
	Security								Follo	
	·				(A) or	or				Repo
					Disposed					Trans
					of (D)					(Instr
	(Instr. 3,									
					4, and 5)					
								<b>A</b>		
									nount	
						Date Expiration		or	,	
						Exercisable	Date	Title Number	mber	
					<del></del>			of		
				Code V	(A) (D)			Sha	ares	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hagedorn Partnership, L.P. 800 PORT WASHINGTON BOULEVARD PORT WASHINGTON, NY 11050

X

### **Signatures**

/s/ Rob McMahon, Attorney-in-Fact

07/24/2013

\*\*Signature of Reporting Person

## **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.

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