SCOTTS MIRACLE-GRO CO

Form 4 June 04, 2014

Common

Common

Common

Shares

Shares

Shares

June 04, 201	4									
FORM	1 4						OMB APPROVAL			
· Ortiv	UNITEI	ONTED STATES SECONTILES AND EXCHANGE COMMINISSION OMB						3235-0287		
Check thi	is box	wasnington, D.C. 20549 Number:						January 31,		
if no longer subject to STATEMENT OF CHANGES IN BENE					BENEF	ENEFICIAL OWNERSHIP OF			Expires:	2005
Section 16. SECURITIES Form 4 or							Estimated a burden hour response	•		
Form 5 obligation may cont See Instru	ns Section 17	7(a) of the	Public U	tility Hol		npany	Act of	e Act of 1934, 1935 or Section 0	1	
(Print or Type F	Responses)									
1. Name and Address of Reporting Person * 2. Issue HAGEDORN JAMES Symbol				Issuer Name and Ticker or Trading nbol			5. Relationship of Reporting Person(s) to Issuer			
SCOTT [SMG]			TS MIRACLE-GRO CO			(Check all applicable)				
			Date of Earliest Transaction onth/Day/Year)			_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify				
	COTTS MIRAC 7, 14111 SCOT		06/02/2					below) Chair	below) rman and CEO	
	(Street)		4. If Ame	ndment, D	ate Origina	1		6. Individual or Jo	int/Group Filin	g(Check
			Filed(Moi	nth/Day/Yea	r)			Applicable Line) _X_ Form filed by C	Ina Danartina Da	reon
MARYSVII	LLE, OH 43041							Form filed by M Person		
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any		3. Transaction Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	06/02/2014			Code V A	Amount 37.237	(D)	Price \$ 53.71	(Instr. 3 and 4) 6,224.3204	I	By DSPP

By 401(K)

HPLP (2)

Plan

37,415.908

35,701.75

1,945,789

D

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date Exercisable	Expiration Date		or Name la sur	
									Number	
				C 1 W	(A) (D)				of	
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships				
·	Director	10% Owner	Officer	Other	
HAGEDORN JAMES C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X	X	Chairman and CEO		

Signatures

Kathy L. Uttley as attorney-in-fact for James
Hagedorn

06/04/2014

**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) Common shares of the Issuer ("Common Shares") acquired under The Scotts Miracle-Gro Company Discounted Stock Purchase Plan (DSPP).

Pursuant to Exchange Act Rule 16a-1(a)(1), the reporting person may be deemed, solely for purposes of determining whether he is a beneficial owner of more than 10% of the Common Shares, to be the beneficial owner of the securities of the Issuer that are held by

(2) Hagedorn Partnership, L.P., a Delaware limited partnership in which the reporting person is a general partner (the "Partnership"). Represents the aggregate proportionate interest of the reporting person and those family members in whose holdings he may be deemed to have a pecuniary interest, in Common Shares held by the Partnership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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