#### SCOTTS MIRACLE-GRO CO

Form 4

Common

Common

Shares

Shares

Form 4 September	10 2014										
									OMB APF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box  January											
(Print or Type	e Responses)										
1. Name and Address of Reporting Person * HAGEDORN JAMES			2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]				1	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)  C/O THE COMPAN ROAD	(Month/Day/Year) —				X	X DirectorX 10% Owner X Officer (give title Other (specify below)  Chairman and CEO					
MADWON	Filed(Month/Day/Year)  Appli  _X_ F				ndividual or Joint/Group Filing(Check licable Line) Form filed by One Reporting Person Form filed by More than One Reporting						
MARYSV	'ILLE, OH 43041						Pers		re than one repo	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
(City)	(State)	(Zip)	Tabl	e I - Non	-Derivative Se	curiti	ies Acquirec	d, Disposed of,	or Beneficially	Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution I any (Month/Day	Oate, if () (y/Year) (	Code	4. Securities And Disposed of (Instr. 3, 4 and Amount	D)	red (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s (Instr. 3 and 4	Ownership Form: Direct (D) or Indirect (I) ) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Shares	09/17/2014			A	1,342.106 (1)	A	\$ 56.66	39,665.077	D		
Common Shares	09/17/2014			A	161.9982	A	\$ 56.3338	6,574.2175	I	By DSPP	

By 401(K)

HPLP (3)

Plan

35,701.75

1,945,789

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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. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	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	1		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date Exercisable	Expiration Date	Title N	or	
									Number	
				G 1 1	7 (A) (B)				of	
				Code V	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

09/19/2014

\*\*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) Reflects common shares of the Issuer ("Common Shares") represented by amount credited to the benchmark Company stock fund within the reporting person's bookkeeping account under The Scotts Company LLC Executive Retirement Plan.
- (2) Common Shares were acquired pursuant to the dividend reinvestment feature of The Scotts Miracle-Gro Company Discounted Stock Purchase Plan (DSPP).
- (3) 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 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

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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. 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.