### Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

SCOTTS N Form 4	MIRACLE-GRO (	CO										
September	19, 2014											
<b>FORI</b>	M 4		CECU	DIFIE					OMB APF	PROVAL		
Check this box							MISSION	OMB Number:	3235-0287			
if no lo subject Sectior Form 4 Form 5 obligat	ection	<b>SECU</b> 16(a) of 1	N BENEFIC RITIES the Securitie		Estimated av burden hours response							
-	ontinue. Section 17			•	nt Company	•		5 of Section				
(Print or Type	e Responses)											
HAGEDORN JAMES Syr			Symbol	Symbol Issue SCOTTS MIRACLE-GRO CO					Relationship of Reporting Person(s) to uer (Check all applicable)			
COMPAN	(First) SCOTTS MIRAC IY, 14111 SCOTT	LE-GRO	3. Date	of Earliest /Day/Year)	Transaction			w)	X 10% ( itle Other below) man and CEO			
ROAD	(Street) VILLE, OH 43041			nendment, 1 onth/Day/Ye	Date Original ear)		Appl _X_	licable Line) Form filed by Or Form filed by Mo	nt/Group Filing he Reporting Pers ore than One Repo	on		
(City)	(State)	(Zip)	Та	ble I - Non	-Derivative Se	curiti	ies Acquired	l, Disposed of,	or Beneficially	Owned		
1.Title of Security (Instr. 3)	le of 2. Transaction Date 2A. Deemed rity (Month/Day/Year) Execution Date, if		Code (Instr. 3, 4 and 5)				5. Amount of 6. Securities Ownersh Beneficially Form: Owned Direct (I Following or Indire Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		Beneficial Ownership			
Common	09/17/2014			Code V A	Amount 1,342.106	(D) A	Price \$ 56.66	39,665.077				
Shares Common Shares	09/17/2014			A	( <u>1)</u> 161.9982	A	\$ 56.3338	6,574.2175		By DSPP		
Common Shares								35,701.75	Ι	By 401(K) Plan		
Common Shares								1,945,789	I	HPLP $(3)$		

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	nd 8.	Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount o	of D	erivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	ig Se	ecurity	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(II	nstr. 5)	Bene
	Derivative				Securities			(Instr. 3 au	nd 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δm	nount		
									iount		
						Date Expiration	Expiration	or Title Numbe	mbor		
						Exercisable	Date	of	mber		
				Code V	(A) (D)				ares		
				Coue v	(A) $(D)$			5112	ales		

## **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	Х	Х	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.