

SCOTTS MIRACLE-GRO CO
 Form 4
 October 24, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
HAGEDORN JAMES

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)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Shares | | | | (A) or (D) | 39,782.548 | D | |
| Common Shares | | | | (A) or (D) | 35,701.75 | I | By 401(K) Plan |
| Common Shares | | | | (A) or (D) | 1,945,789 | I | HPLP ⁽¹⁾ |
| Common Shares | | | | (A) or (D) | 6,614.6215 | I | By DSPP |

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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)

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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 33.99 (2) | 10/22/2014(2) | | J(2) | 9,500 (3) | 10/12/2008 | 10/12/2015 | Common Shares | 9,500 (3) |
| Stock Option (right to buy) | \$ 36.69 (2) | 10/22/2014(2) | | J(2) | 8,026 (3) | 10/11/2009 | 10/11/2016 | Common Shares | 8,026 (3) |
| Stock Option (right to buy) | \$ 36.37 (2) | 10/22/2014(2) | | J(2) | 6,701 (3) | 11/08/2010 | 11/07/2017 | Common Shares | 6,701 (3) |
| Stock Option (right to buy) | \$ 20.59 (2) | 10/22/2014(2) | | J(2) | 10,386 (3) | 10/08/2011 | 10/05/2018 | Common Shares | 10,386 (3) |
| Stock Option (right to buy) | \$ 39.58 (2) | 10/22/2014(2) | | J(2) | 4,244 (3) | 01/20/2013 | 01/17/2020 | Common Shares | 4,244 (3) |
| Stock Option (right to buy) | \$ 49.19 (2) | 10/22/2014(2) | | J(2) | 6,191 (3) | 01/21/2014 | 01/20/2021 | Common Shares | 6,191 (3) |
| Stock Option (right to buy) | \$ 45.32 (2) | 10/22/2014(2) | | J(2) | 5,976 (3) | 01/20/2015 | 01/19/2022 | Common Shares | 5,976 (3) |

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 | 10/24/2014 |
| **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).

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 of the Issuer ("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 have a pecuniary interest, in Common Shares held by the Partnership.

(1) Reflects adjustment approved by the Compensation Committee on 10/22/14 to previously granted stock option awards under the Issuer's equity-based compensation plans in connection with the special dividend of \$2.00 per Issuer Common Share payable on 9/17/14 to shareholders of record at the close of business on 9/3/14. The exercise price of the stock options that remained outstanding as of 10/22/14 was adjusted to maintain the same ratio of exercise price to fair market value of the underlying common shares immediately before and immediately after the adjustment. Fair market value was established by comparing the volume weighted average share price measured on 8/28/14, the day before the ex-dividend date (\$60.5792), with that measured on 8/29/14, the ex-dividend date (\$57.5973). The number of stock options subject to each award was increased as necessary to ensure the total intrinsic value of the award was the same immediately before and immediately after the adjustment.

(2) The number shown includes the number of additional stock options resulting from the adjustment to each of the previously granted stock option awards.

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

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