

SCOTTS MIRACLE-GRO CO

Form 4

February 02, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARRY ALAN H

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)

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

01/29/2015

(Street)

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)
				(A) or (D) Code V Amount (D) Price			
Common Shares	01/29/2015		M	7,957 A 15,913		D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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)**

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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)		8. Price of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(1)</u>	01/29/2015		M		2,232		<u>(2)</u>	<u>(2)</u>	Common Shares	2,232	\$
Deferred Stock Units	<u>(1)</u>	01/29/2015		M		2,438		<u>(3)</u>	<u>(3)</u>	Common Shares	2,438	\$
Deferred Stock Units	<u>(1)</u>	01/29/2015		M		264		<u>(4)</u>	<u>(4)</u>	Common Shares	264	\$
Deferred Stock Units	<u>(1)</u>	01/29/2015		M		2,244		<u>(5)</u>	<u>(5)</u>	Common Shares	2,244	\$
Deferred Stock Units	<u>(1)</u>	01/29/2015		M		779		<u>(6)</u>	<u>(6)</u>	Common Shares	779	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRY ALAN H C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X			

Signatures

Kathy L. Uttley as attorney-in-fact for Alan H. Barry

02/02/2015

 **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).

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- (1) Deferred stock units convert into common shares of the Issuer on a one-for-one basis.
- (2) On January 21, 2011, the reporting person was granted 2,232 deferred stock units, which had accelerated vesting and/or settlement on January 29, 2015 due to his retirement from the Board.
- (3) On January 18, 2013, the reporting person was granted 2,438 deferred stock units, which had accelerated vesting and/or settlement on January 29, 2015 due to his retirement from the Board.
- (4) On August 2, 2013, the reporting person was granted 264 deferred stock units, which had accelerated vesting and/or settlement on January 29, 2015 due to his retirement from the Board.
- (5) On January 31, 2014, the reporting person was granted 2,244 deferred stock units, which had accelerated vesting and/or settlement on January 29, 2015 due to his retirement from the Board.
- (6) On May 1, 2014, the reporting person was granted 779 deferred stock units, which had accelerated vesting and/or settlement on January 29, 2015 due to his retirement from the Board.

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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