#### SCOTTS MIRACLE-GRO CO

Form 4 June 14, 2016

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

burden hours per

10% Owner

Other (specify

response...

Estimated average

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Smith Ivan C

2. Issuer Name and Ticker or Trading Symbol

SCOTTS MIRACLE-GRO CO [SMG]

(Check all applicable) 3. Date of Earliest Transaction Director

(Month/Day/Year)

C/O THE SCOTTS MIRACLE-GRO 05/31/2016

(Zip)

(Middle)

COMPANY, 14111 SCOTTSLAWN ROAD

(Street)

(State)

(First)

(City)

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

EVP, GC and Secretary

5. Relationship of Reporting Person(s) to

Applicable Line)

X\_ Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non Derivative Securities Acquired Disposed of or Peneficially Owned

Issuer

below)

MARYSVILLE, OH 43041

(5)	()	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	ie i - N	on-ı	Derivative	Secur	nues Acquir	ea, Disposea of,	or Beneficiali	y Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.	8)	4. Securit nor Dispos (Instr. 3, 4	ed of (	` '	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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	05/31/2016		J	V	1.9984	A	\$ 62.55	6,701.809	D	
Common Shares	06/10/2016		J	V	3.5512	A	\$ 68.0035	6,705.3602	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amour	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	ration Title Num	Number		
						Exercisable	e Date				
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships					
. 0	Director	10% Owner	Officer	Other		
Smith Ivan C C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041			EVP, GC and Secretary			

### **Signatures**

Kathy L. Uttley as attorney-in-fact for Ivan C. Smith 06/14/2016

\*\*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).

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.

Reporting Owners 2