

Hanft Adam  
Form 4  
February 01, 2018

# 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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hanft Adam

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

01/23/2018

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Common Shares	01/30/2018		M		211	A	43,123
Common Shares	01/31/2018		M		44	A	43,167
Common Shares	01/31/2018		M		99	A	43,266

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

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information contained in this form are not

SEC 1474  
(9-02)

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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 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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Deferred Stock Unit	<u>(1)</u>	01/30/2018		M	18	<u>(2)</u> <u>(2)</u>	Common Shares	18
Deferred Stock Unit	<u>(1)</u>	01/31/2018		M	1	<u>(3)</u> <u>(3)</u>	Common Shares	1
Dividend Equivalent Rights	<u>(1)</u>	01/30/2018		M	193	<u>(2)</u> <u>(2)</u>	Common Shares	193
Dividend Equivalent Rights	<u>(1)</u>	01/31/2018		M	43	<u>(3)(4)(5)(6)</u> <u>(3)(4)(5)(6)</u>	Common Shares	43
Dividend Equivalent Rights	<u>(7)</u>	01/31/2018		M	99	<u>(8)</u> <u>(8)</u>	Common Shares	99

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Hanft Adam  
C/O THE SCOTTS MIRACLE-GRO COMPANY  
14111 SCOTTS LAWN ROAD  
MARYSVILLE, OH 43041

X

## Signatures

Kathy L. Uttley as attorney-in-fact for Adam Hanft

02/01/2018

                     \*\*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) Deferred stock units convert into common shares of the Issuer on a one-for-one basis.
- (2) On January 30, 2015, the reporting person was granted 2,681 deferred stock units, with accruing dividend equivalent rights, vesting on January 30, 2016.
- (3) On January 30, 2015, the reporting person was granted 198 deferred stock units, with accruing dividend equivalent rights, vesting on January 30, 2015.
- (4) On April 1, 2015, the reporting person was granted 186 deferred stock units, with accruing dividend equivalent rights, vesting on April 1, 2015.
- (5) On July 1, 2015, the reporting person was granted 210 deferred stock units, with accruing dividend equivalent rights, vesting on July 1, 2015.
- (6) On October 1, 2015, the reporting person was granted 205 deferred stock units, with accruing dividend equivalent rights, vesting on October 1, 2015.
- (7) Restricted stock units convert into common shares of the Issuer on a one-for-one basis.
- (8) On February 3, 2017, the reporting person was granted 4,399 restricted stock units, vesting on January 31, 2018.

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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