Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

SCOTTS M Form 4 May 13, 201	IRACLE-GRO C	0									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB AF OMB Number:	PROVAL 3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 19 Section 17(a) of the Public Utility Holding Company Act of 1935 or S 30(h) of the Investment Company Act of 1940							e Act of 1934, 1935 or Sectior	Expires: January 3 200 Estimated average burden hours per response 0.			
(Print or Type	Responses)										
Hagedorn Partnership, L.P. Syn				2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO SMG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(N			(Month/E	3. Date of Earliest Transaction (Month/Day/Year) 05/09/2013				Director X 10% Owner Officer (give title Other (specify below)			
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative S	Securi	ties Acqu	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				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	05/09/2013			Code V S	Amount 84,105	(D) D	Price \$ 47.51	17,615,776	D		
Common Shares	05/10/2013			S	64,107	D	\$ 48.03	17,551,669	D		

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 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. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Hagedorn Partnership, L.P. 800 PORT WASHINGTON BOULEVA PORT WASHINGTON, NY 11050	RD	Х						
Signatures								
/s/ Rob McMahon, Attorney-in-Fact	05/13/2013							
**Signature of Reporting Person	Date							
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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.