SCOTTS MIRACLE-GRO CO

Form 4 July 19, 2013

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

HAGEDORN PAUL

Symbol

(Check all applicable)

SCOTTS MIRACLE-GRO CO

[SMG]

Director X 10% Owner

3. Date of Earliest Transaction (Month/Day/Year)

07/18/2013

Other (specify Officer (give title below)

C/O HAGEDORN PARTNERSHIP. L.P., 800 PORT WASHINGTON **BOULEVARD**

(First)

(Street)

4. If Amendment, Date Original

3.

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

(Middle)

(Zip)

X Form filed by One Reporting Person Form filed by More than One Reporting

I

PORT WASHINGTON, NY 11050

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

SEC 1474

(9-02)

(A) Code V Amount (D)

Transaction(s)

(Instr. 3 and 4) Price

Common Shares

07/18/2013

S(1)5.896

D 2,383,295 See footnotes (2)(3)

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 o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Instr. 8) Derivative Securities			Secur	rities	(Instr. 5)	Bene
	Derivative							(Instr. 3 ar	:. 3 and 4)	d 4)	Owne
	Security				Acquired	uired					Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Expiration Exercisable Date	Expiration	T:41-	or True N. 1		
							-	Title	Number		
				C-1- V	(A) (D)				of Shares		
				Code V	(A) (I))				Snares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HAGEDORN PAUL C/O HAGEDORN PARTNERSHIP, L.P. 800 PORT WASHINGTON BOULEVARD PORT WASHINGTON, NY 11050

X

Signatures

/s/ Rob McMahon -Attorney-in-Fact

07/19/2013

**Signature of Reporting Person

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).
- Represents the sale for the account of Paul Hagedorn and certain family members of a portion of their proportionate interest in the Issuer's **(1)** common shares (the "Common Shares") held by the Hagedorn Partnership, L.P.
- Pursuant to Exchange Act Rule 16a-1(a)(1), the Reporting Person may be deemed, solely for purposes of determining whether he is a (2) beneficial owner of more than 10% of the 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.
- Represents the aggregate proportionate interest of Paul Hagedorn and those family members in whose holdings he may be deemed to have a pecuniary interest in the Common Shares held by Hagedorn Partnership, L.P.

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.

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