SCOTTS MIRACLE-GRO CO

Form 4 July 23, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

2005

0.5

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may continue.

See Instruction

if no longer

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hagedorn Partnership, L.P.

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading

Issuer

below)

Symbol

SCOTTS MIRACLE-GRO CO

(Check all applicable)

5. Relationship of Reporting Person(s) to

[SMG]

(Last)

3. Date of Earliest Transaction

Director Officer (give title

X 10% Owner _ Other (specify

800 PORT WASHINGTON

BOULEVARD

Security

(Instr. 3)

Shares

4. If Amendment, Date Original

07/22/2013

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Code

(Instr. 8)

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

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

PORT WASHINGTON, NY 11050

(City) (State) (Zip) 2. Transaction Date 2A. Deemed 1. Title of

3. 4. Securities Acquired (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially

6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership

(Instr. 4)

(9-02)

Owned

Indirect (I) Following (Instr. 4)

Reported Transaction(s)

or Price

(A)

(Instr. 3 and 4)

Code V Amount (D) Common 07/22/2013 S 39,650

(Month/Day/Year)

D 50.06

17,089,633 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)

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)			7. Title a Amount of Underlying Securities (Instr. 3 a	t of ying ies	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

PORT WASHINGTON, NY 11050

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Hagedorn Partnership, L.P.
800 PORT WASHINGTON BOULEVARD X

Signatures

/s/ Rob McMahon, Attorney-in-Fact 07/23/2013

**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.

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