#### Edgar Filing: HAGEDORN JAMES - Form 4

HAGEDOR Form 4	N JAMES											
May 29, 20	13											
FORM /										OMB APPROVAL		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. FORMED STATED STATEMENT OF STATEMENT OF STATEMENT STATEMENT OF STATEMENT STATEMENT OF STATEMENT OF STATEMENT STATEMENT OF STATEMENT					AND EXC , D.C. 205		JWIWI55ION	OMB Number:	3235-0287			
			<b>CHAN</b> ection 1 Public U	NGES IN SECUI 16(a) of th Itility Hol	BENEFIC RITIES ne Securitie ding Comp	C <b>IAI</b> es Ex pany	Act of 1934, 1935 or Section	P OF Expires: January 20 Estimated average burden hours per response 934,				
<i>See</i> Insta 1(b).	ruction	30(h)	of the Ir	nvestmen	t Company	v Act	of 1940	)				
(Print or Type	Responses)											
								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(First) ( SCOTTS MIRAC Y, 14111 SCOTT			of Earliest T Day/Year) 2013	ransaction		-	_X_ Director _X_ Officer (give below) Chair	_X_ 10% titleOthe below) man and CEO	6 Owner er (specify		
MARYSVI	(Street) ILLE, OH 43041			endment, D onth/Day/Yea	ate Original r)		-	6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo Person	ne Reporting Pe	rson		
(City)	(State)	(Zip)	Tab	le I - Non-J	Derivative S	ecurit	ies Acau	ired, Disposed of,	or Beneficial	lv Owned		
1.Title of Security (Instr. 3)		on Date 2A. Deemed		3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Pric				Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of		
Common Shares	05/28/2013			A	130.954 (1)	A	\$ 49.03	34,352.377	D			
Common Shares								34,833.042	Ι	By 401(K) Plan		
Common Shares								2,427,726	Ι	HPLP (2)		
Common Shares								5,583.5789	Ι	By DSPP		

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
				<b>a</b> 1 <b>u</b>		Exercisable	Date	of	Number		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HAGEDORN JAMES C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	Х	х	Chairman and CEO			
Signatures						
Kathy L. Uttley as attorney-in-fact for James Hagedorn	05/	29/2013				
**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).
- (1) Reflects common shares of the Issuer ("Common Shares") represented by amount credited to the benchmark Company stock fund within the reporting person's bookkeeping account under The Scotts Company LLC Executive Retirement Plan.

Pursuant to Exchange Act Rule 16a-1(a)(1), the reporting person may be deemed, solely for purposes of determining whether he is a 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

(2) Hagedorn Partnership, L.P., a Delaware limited partnership in which the reporting person is a general partner (the "Partnership"). Represents the aggregate proportionate interest of the reporting person and those family members in whose holdings he may be deemed to have a pecuniary interest, in Common Shares held by the Partnership.

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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