## Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

SCOTTS M Form 4	IIRACLE-GRO C	CO									
September	12, 2013										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB AP	PROVAL	
		SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287			
Check t if no lo subject Section Form 4 Form 5 obligati may co <i>See</i> Ins	nger to 16. or Filed pu tons ntinue.	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							Expires: January 31, 2005 Estimated average burden hours per response 0.5		
1(b).	luction				•	•					
(Print or Type	e Responses)										
1. Name and Address of Reporting Person <u>*</u> SANDERS BARRY W			Symbol I SCOTTS MIRACLE-GRO CO				Is	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			[SMG]	-					•• •		
	(First) ( SCOTTS MIRAC Y, 14111 SCOTT			Day/Year)	Transaction			Director X Officer (give t low) Presic		Owner r (specify	
	(Street)			Filed(Month/Day/Year) Ap				. Individual or Joint/Group Filing(Check opplicable Line) X_ Form filed by One Reporting Person			
MARYSV	ILLE, OH 43041							Form filed by Mo rson			
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative	Securi	ities Acquir	ed, Disposed of,	or Beneficiall	v Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, i any (Month/Day/Year)		ed Date, if	3. 4. Securities Acquired (A TransactiorDisposed of (D) Code (Instr. 3, 4 and 5)			uired (A) or	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Ownership Ind Form: Be Direct (D) Ow or Indirect (Ind (I) (Instr. 4)	7. Nature of	
Common Shares	09/10/2013			Code V A	Amount 159.654 (1)	(D) A	Price \$ 54.972	20,220.077	D		
Common Shares	09/10/2013			А	4.1831	А	\$ 55.1768	537.0226	Ι	By DSPP (2)	

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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	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		
SANDERS BARRY W C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041			President and COO			
Signatures						
Kathy L. Uttley as attorney-in-fact for Barry W. Sanders	0	09/12/2013				

<u>\*\*</u>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).
- (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.

Date

(2) Common Shares were acquired pursuant to the dividend reinvestment feature of The Scotts Miracle-Gro Company Discounted Stock Purchase Plan (DSPP).

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.