

SCOTTS MIRACLE-GRO CO
Form 4
January 28, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Ivan C

2. Issuer Name and Ticker or Trading Symbol
SCOTTS MIRACLE-GRO CO
[SMG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, GC and Secretary

(Last) (First) (Middle)

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTS LAWN ROAD

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2014

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

MARYSVILLE, OH 43041

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Shares	01/21/2014		M	1,300	A	11	5,453	D
Common Shares	01/24/2014		S ⁽²⁾	4	D	\$ 59.77	5,449	D
Common Shares	01/24/2014		S ⁽²⁾	66	D	\$ 59.78	5,383	D
Common Shares	01/24/2014		S ⁽²⁾	8	D	\$ 59.79	5,375	D
	01/24/2014		S ⁽²⁾	24	D		5,351	D

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Common Shares					\$	59.82	
Common Shares	01/24/2014	S ⁽²⁾	74	D	\$	59.85	5,277 D
Common Shares	01/24/2014	S ⁽²⁾	44	D	\$	59.89	5,233 D
Common Shares	01/24/2014	S ⁽²⁾	25	D	\$	59.9	5,208 D
Common Shares	01/24/2014	S ⁽²⁾	25	D	\$	59.91	5,183 D
Common Shares	01/24/2014	S ⁽²⁾	24	D	\$	59.97	5,159 D
Common Shares	01/24/2014	S ⁽²⁾	5	D	\$	60	5,154 D
Common Shares	01/24/2014	S ⁽²⁾	40	D	\$	60.01	5,114 D
Common Shares	01/24/2014	S ⁽²⁾	20	D	\$	59.99	5,094 D
Common Shares	01/24/2014	S ⁽²⁾	29	D	\$	60.02	5,065 D
Common Shares	01/24/2014	S ⁽²⁾	32	D	\$	60.04	5,033 D
Common Shares	01/24/2014	S ⁽²⁾	69	D	\$	60.06	4,964 D
Common Shares	01/24/2014	S ⁽²⁾	37	D	\$	60.09	4,927 D
Common Shares	01/24/2014	S ⁽²⁾	25	D	\$	60.11	4,902 D
Common Shares	01/24/2014	S ⁽²⁾	15	D	\$	60.12	4,887 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security		(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)						01/21/2014(1)	01/21/2014(1)	Common Shares	1,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Ivan C C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTS LAWN ROAD MARYSVILLE, OH 43041			EVP, GC and Secretary	

Signatures

Kathy L. Uttley as attorney-in-fact for Ivan C. Smith	01/28/2014
<u>Signature of Reporting Person</u>	<u>Date</u>

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) The restricted stock units were granted, together with an equal number of related dividend equivalents, under The Scotts Miracle-Gro Company Long-Term Incentive Plan (the "LTIP"), and subject to the terms and conditions of an individual award agreement. Each whole restricted stock unit represents a contingent right to receive one common share of the Issuer ("Common Share"). The restricted stock units vested on January 21, 2014.
 - (2) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 13, 2013.

Remarks:

Form 1 of 2

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.