Edgar Filing: SCOTTS MIRACLE-GRO CO - Form 4

| SCOTTS MIRACLE-GRO CO Form 4 October 01, 2014 | | | | | | |
|---|--|---|--|--|--|--|
| FORM 4 UNITED STATES | S SECURITIES AND EXCHANGE C Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWN SECURITIES | Number: 3235-0287 Number: January 31, Expires: 2005 | | | | |
| Form 4 or Form 5 Filed pursuant to 5 obligations may continue Section 17(a) of the 3 | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, biligations nay continue. <i>See</i> Instruction (b). <i>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,</i> <i>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940</i> | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> SANDERS BARRY W | 2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) (First) (Middle) C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN ROAD | 3. Date of Earliest Transaction(Month/Day/Year)09/30/2014 | Director 10% Owner X Officer (give title Other (specify below) below) President and COO | | | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| MARYSVILLE, OH 43041 | | Form filed by More than One Reporting Person | | | | |
| (Instr. 3) any | - | | | | | |
| Common 09/30/2014 Shares | A 5.0505 A $\frac{$}{49.5}$ | $637.7699 I \qquad \underbrace{By DSPP}_{(1)}$ | | | | |

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.

 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. Tit | le and | 8. Price of | 9. Nu |
|--------------------------------------|---|---------------------|------------|----------------------------------|---------|-------------------------------|--------------------|-----------------------|--|--------------------------------------|---|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | | Transactio Code (Instr. 8) | | Expiration Day (Month/Day/ | ate | Amou Unde Secur | unt of rlying | Derivative Security (Instr. 5) | Deriv Secur Bene Own Follo Repo Trans (Instr |
| Benor | tina O | wners | | 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 | 10 |)/01/2014 | | | | |
| **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) Common shares acquired under 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.

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