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

HAGEDOR	N SUSAN										
Form 4	0017										
August 29, 2									OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check th		box								January 31,	
if no long subject to Section 1 Form 4 c	or SIAIEN									2005 werage rs per 0.5	
Form 5 obligatio may com <i>See</i> Instr 1(b).	tinue. Section 17	a) of the H	Public U		ling Com	ipany	Act of	e Act of 1934, 1935 or Sectior 0	1		
(Print or Type ]	Responses)										
1. Name and Address of Reporting Person <u>*</u> HAGEDORN SUSAN			2. Issuer Name <b>and</b> Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (A	Middle)	3. Date of Earliest Transaction				Director	_X_10%			
	DORN PARTNE ORT WASHING RD		(Month/E 08/25/2	-				Officer (give t below)	itle <u> </u>	r (specify	
				Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PORT WAS	SHINGTON, NY	11050						Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ities Acqu	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	of 2. Transaction Date 2A. Deemed y (Month/Day/Year) Execution Date, if		Code (Instr. 3, 4 and 5) ar) (Instr. 8) (A) or			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Shares	08/25/2017			Code V S	Amount 5,992	(D) D	Price \$ 94.86	3,100,575 <u>(3)</u>	I	See footnote $(3)$	
Common Shares	08/28/2017			S	10,008	D	\$ 94.08 (2)	3,090,567 <u>(3)</u>	Ι	See footnote (3)	

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. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	5	ate	7. Title Amoun Underly Securit (Instr. 3	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title I	Amount or Number of Shares		

## **Reporting Owners**

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Reporting Owner Name / Address		Relationships							
D HAGEDORN PARTNERSHIP, L.P. D PORT WASHINGTON BOULEVARD ORT WASHINGTON, NY 11050 <b>Gnatures</b> Y Rob McMahon, torney-in-Fact **Signature of Reporting Person	Director	10% Owner	Officer	Other					
HAGEDORN SUSAN C/O HAGEDORN PARTNERSHIP, L.P. 800 PORT WASHINGTON BOULEVAF PORT WASHINGTON, NY 11050	RD	Х							
Signatures									
/s/ Rob McMahon, Attorney-in-Fact	08/29/2017								
**Signature of Reporting Person	Date								
Explanation of Respons	ses:								

- \* 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).
- The transaction was executed in multiple trades at prices ranging from \$94.71 to \$95.05. The price above reflects the weighted average(1) sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.

The transaction was executed in multiple trades at prices ranging from \$93.38 to \$94.92. The price above reflects the weighted average(2) sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.

The common shares are directly held by the Hagedorn Partnership, L.P. (the "Partnership"). The Reporting Person is a general partner of the Partnership. The amount of shares reported as beneficially owned represent the aggregate proportionate interest in common shares

(3) the Fathership. The amount of shares reported as beneficiary owned represent the aggregate proportionate interest in common shares held by the Partnership of the Reporting Person and those family members in whose holdings she may be deemed to have a pecuniary interest. The Reporting Person disclaims beneficial ownership of the common shares except to the extent of her pecuniary interest.

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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