

SCOTTS MIRACLE-GRO CO
Form 4
March 12, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Johnson Stephen L

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

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

03/10/2014

(Street)

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

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

MARYSVILLE, OH 43041

(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) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Deferred Stock Units | <u>(1)</u> | 03/10/2014 | | A | 3 | <u>(1)</u> | <u>(1)</u> | Common Shares | 3 | \$ 59.57 |
| Deferred Stock Units | <u>(1)</u> | 03/10/2014 | | A | 15 | <u>(1)</u> | <u>(1)</u> | Common Shares | 15 | \$ 59.57 |
| Deferred Stock Units | <u>(1)</u> | 03/10/2014 | | A | 1 | <u>(1)</u> | <u>(1)</u> | Common Shares | 1 | \$ 59.57 |
| Deferred Stock Units | <u>(1)</u> | 03/10/2014 | | A | 1 | <u>(1)</u> | <u>(1)</u> | Common Shares | 1 | \$ 59.57 |
| Deferred Stock Units | <u>(1)</u> | 03/10/2014 | | A | 1 | <u>(1)</u> | <u>(1)</u> | Common Shares | 1 | \$ 59.57 |
| Deferred Stock Units | <u>(1)</u> | 03/10/2014 | | A | 1 | <u>(1)</u> | <u>(1)</u> | Common Shares | 1 | \$ 59.57 |
| Deferred Stock Units | <u>(1)</u> | 03/10/2014 | | A | 16 | <u>(1)</u> | <u>(1)</u> | Common Shares | 16 | \$ 59.57 |
| Deferred Stock Units | <u>(1)</u> | 03/10/2014 | | A | 1 | <u>(1)</u> | <u>(1)</u> | Common Shares | 1 | \$ 59.57 |
| Deferred Stock Units | <u>(1)</u> | 03/10/2014 | | A | 1 | <u>(1)</u> | <u>(1)</u> | Common Shares | 1 | \$ 59.57 |
| Deferred Stock Units | <u>(1)</u> | 03/10/2014 | | A | 1 | <u>(1)</u> | <u>(1)</u> | Common Shares | 1 | \$ 59.57 |
| Deferred Stock | <u>(1)</u> | 03/10/2014 | | A | 1 | <u>(1)</u> | <u>(1)</u> | Common Shares | 1 | \$ 59.57 |

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Additional deferred stock units received pursuant to dividend equivalents as a result of dividends paid with respect to the common shares of The Scotts Miracle-Gro Company underlying deferred stock units already held.

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.