

SCOTTS MIRACLE-GRO CO
Form 4
October 24, 2014

FORM 4

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

OMB APPROVAL

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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 *
HAGEDORN JAMES

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)
Chairman and CEO

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

10/22/2014

(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)
Common Shares				(A) Amount (D) Price	39,782.548	D	
Common Shares					35,701.75	I	By 401(K) Plan
Common Shares					1,945,789	I	HPLP ⁽¹⁾
Common Shares					6,614.6215	I	By DSPP

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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)	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 33.99 (2)	10/22/2014(2)		J(2)	9,500 (3)	10/12/2008	10/12/2015	Common Shares	9,500 (3)
Stock Option (right to buy)	\$ 36.69 (2)	10/22/2014(2)		J(2)	8,026 (3)	10/11/2009	10/11/2016	Common Shares	8,026 (3)
Stock Option (right to buy)	\$ 36.37 (2)	10/22/2014(2)		J(2)	6,701 (3)	11/08/2010	11/07/2017	Common Shares	6,701 (3)
Stock Option (right to buy)	\$ 20.59 (2)	10/22/2014(2)		J(2)	10,386 (3)	10/08/2011	10/05/2018	Common Shares	10,386 (3)
Stock Option (right to buy)	\$ 39.58 (2)	10/22/2014(2)		J(2)	4,244 (3)	01/20/2013	01/17/2020	Common Shares	4,244 (3)
Stock Option (right to buy)	\$ 49.19 (2)	10/22/2014(2)		J(2)	6,191 (3)	01/21/2014	01/20/2021	Common Shares	6,191 (3)
Stock Option (right to buy)	\$ 45.32 (2)	10/22/2014(2)		J(2)	5,976 (3)	01/20/2015	01/19/2022	Common Shares	5,976 (3)

