

SHERN STEPHANIE M
Form 4
May 14, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHERN STEPHANIE M

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

05/13/2013

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	05/13/2013		M		15,469	A	\$ 41.66	17,469	D	
Common Shares	05/13/2013		M		15,492	A	\$ 44.69	32,961	D	
Common Shares	05/13/2013		S		8,961	D	\$ 47.5	24,000	D	
Common Shares	05/13/2013		S		1,200	D	\$ 47.503	22,800	D	
	05/13/2013		S		400	D	\$ 47.505	22,400	D	

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Common Shares							
Common Shares	05/13/2013	S	300	D	\$ 47.5067	22,100	D
Common Shares	05/13/2013	S	1,100	D	\$ 47.51	21,000	D
Common Shares	05/13/2013	S	500	D	\$ 47.516	20,500	D
Common Shares	05/13/2013	S	5,700	D	\$ 47.52	14,800	D
Common Shares	05/13/2013	S	1,100	D	\$ 47.53	13,700	D
Common Shares	05/13/2013	S	100	D	\$ 47.5327	13,600	D
Common Shares	05/13/2013	S	800	D	\$ 47.538	12,800	D
Common Shares	05/13/2013	S	1,500	D	\$ 47.54	11,300	D
Common Shares	05/13/2013	S	200	D	\$ 47.5402	11,100	D
Common Shares	05/13/2013	S	300	D	\$ 47.5433	10,800	D
Common Shares	05/13/2013	S	200	D	\$ 47.545	10,600	D
Common Shares	05/13/2013	S	1,200	D	\$ 47.5471	9,400	D
Common Shares	05/13/2013	S	2,000	D	\$ 47.55	7,400	D
Common Shares	05/13/2013	S	500	D	\$ 47.56	6,900	D
Common Shares	05/13/2013	S	100	D	\$ 47.5699	6,800	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 41.66	05/13/2013		M		15,469		01/27/2007	01/27/2016	Common Shares	15,469
Stock Option (right to buy)	\$ 44.69	05/13/2013		M		15,492		01/26/2008	01/26/2017	Common Shares	15,492

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHERN STEPHANIE M C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTS LAWN ROAD MARYSVILLE, OH 43041	X

Signatures

Kathy L. Uttley as attorney-in-fact for Stephanie M.
Shern

05/14/2013

__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).

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.
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