

SCOTTS MIRACLE-GRO CO

Form 4

June 25, 2014

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 *
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

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	06/23/2014		M		53,900	A	\$ 29.01	91,583.751	D	
Common Shares	06/23/2014		S ⁽¹⁾		100	D	\$ 57.075	91,483.751	D	
Common Shares	06/23/2014		S ⁽¹⁾		700	D	\$ 57.1	90,783.751	D	
Common Shares	06/23/2014		S ⁽¹⁾		100	D	\$ 57.1075	90,683.751	D	
	06/23/2014		S ⁽¹⁾		1,049	D	\$ 57.11	89,634.751	D	

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Common
Shares

Common Shares	06/23/2014	<u>S(1)</u>	200	D	\$ 57.115	89,434.751	D
Common Shares	06/23/2014	<u>S(1)</u>	100	D	\$ 57.1175	89,334.751	D
Common Shares	06/23/2014	<u>S(1)</u>	1,001	D	\$ 57.12	88,333.751	D
Common Shares	06/23/2014	<u>S(1)</u>	200	D	\$ 57.125	88,133.751	D
Common Shares	06/23/2014	<u>S(1)</u>	1,464	D	\$ 57.13	86,669.751	D
Common Shares	06/23/2014	<u>S(1)</u>	100	D	\$ 57.135	86,569.751	D
Common Shares	06/23/2014	<u>S(1)</u>	100	D	\$ 57.1375	86,469.751	D
Common Shares	06/23/2014	<u>S(1)</u>	730	D	\$ 57.14	85,739.751	D
Common Shares	06/23/2014	<u>S(1)</u>	100	D	\$ 57.1475	85,639.751	D
Common Shares	06/23/2014	<u>S(1)</u>	1,491	D	\$ 57.15	84,148.751	D
Common Shares	06/23/2014	<u>S(1)</u>	617	D	\$ 57.16	83,531.751	D
Common Shares	06/23/2014	<u>S(1)</u>	300	D	\$ 57.165	83,231.751	D
Common Shares	06/23/2014	<u>S(1)</u>	2,620	D	\$ 57.17	80,611.751	D
Common Shares	06/23/2014	<u>S(1)</u>	200	D	\$ 57.175	80,411.751	D
Common Shares	06/23/2014	<u>S(1)</u>	100	D	\$ 57.1775	80,311.751	D
Common Shares	06/23/2014	<u>S(1)</u>	8,420	D	\$ 57.18	71,891.751	D
Common Shares	06/23/2014	<u>S(1)</u>	5,175	D	\$ 57.19	66,716.751	D
Common Shares	06/23/2014	<u>S(1)</u>	100	D	\$ 57.1925	66,616.751	D
Common Shares	06/23/2014	<u>S(1)</u>	3,607	D	\$ 57.2	63,009.751	D
	06/23/2014	<u>S(1)</u>	200	D	\$ 57.205	62,809.751	D

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(1) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 21, 2014.

Remarks:

Form 1 of 5.

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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