

SCOTTS MIRACLE-GRO CO
Form 4
September 12, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnson Stephen L

(Last) (First) (Middle)

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

(Street)

MARYSVILLE, OH 43041

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SCOTTS MIRACLE-GRO CO
[SMG]

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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	(D)	Price

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

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(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>	09/10/2014		A	3	<u>(1)</u>	<u>(1)</u>	Common Shares	3	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014		A	16	<u>(1)</u>	<u>(1)</u>	Common Shares	16	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014		A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014		A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014		A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014		A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014		A	17	<u>(1)</u>	<u>(1)</u>	Common Shares	17	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014		A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014		A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014		A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65
Deferred Stock	<u>(1)</u>	09/10/2014		A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65

Units

Deferred Stock Units	<u>(1)</u>	09/10/2014	A	18	<u>(1)</u>	<u>(1)</u>	Common Shares	18	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014	A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014	A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014	A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014	A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014	A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014	A	18	<u>(1)</u>	<u>(1)</u>	Common Shares	18	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014	A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014	A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014	A	5	<u>(1)</u>	<u>(1)</u>	Common Shares	5	\$ 56.65
Deferred Stock Units	<u>(1)</u>	09/10/2014	A	1	<u>(1)</u>	<u>(1)</u>	Common Shares	1	\$ 56.65

Reporting Owners

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

Signatures

Kathy L. Uttley as attorney-in-fact for Stephen L.
Johnson

09/12/2014

__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).
- (1) 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.

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