SCOTTS MIRACLE-GRO CO
Form 4
October 24, 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

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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 *
SANDERS BARRY W

(Last) (First) (Middle)

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN 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)
10/22/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Shares								632.7194	I	By DSPP

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)

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. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	$ 36.69 [1]	10/22/2014 [1]		J [1]		808 [2]		10/11/2009	10/11/2016	Common Shares	808 [2]	
Stock Option (right to buy)	$ 36.86 [1]	10/22/2014 [1]		J [1]		1,043 [2]		11/07/2010	11/06/2017	Common Shares	1,043 [2]	
Stock Option (right to buy)	$ 39.58 [1]	10/22/2014 [1]		J [1]		993 [2]		01/20/2013	01/17/2020	Common Shares	993 [2]	
Stock Option (right to buy)	$ 49.19 [1]	10/22/2014 [1]		J [1]		2,438 [2]		01/21/2014	01/20/2021	Common Shares	2,438 [2]	
Stock Option (right to buy)	$ 45.32 [1]	10/22/2014 [1]		J [1]		2,359 [2]		01/20/2015	01/19/2022	Common Shares	2,359 [2]	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDERS BARRY W C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041			President and COO	

Signatures

Kathy L. Uttley as attorney-in-fact for Barry W. Sanders	10/24/2014
**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) Reflects adjustment approved by the Compensation Committee on 10/22/14 to previously granted stock option awards under the Issuer's equity-based compensation plans in connection with the special dividend of $2.00 per Issuer Common Share payable on 9/17/14 to shareholders of record at the close of business on 9/3/14. The exercise price of the stock options that remained outstanding as of 10/22/14 was adjusted to maintain the same ratio of exercise price to fair market value of the underlying common shares immediately before and immediately after the adjustment. Fair market value was established by comparing the volume weighted average share price measured on 8/28/14, the day before the ex-dividend date ($60.5792), with that measured on 8/29/14, the ex-dividend date ($57.5973). The number of stock options subject to each award was increased as necessary to ensure the total intrinsic value of the award was the same immediately before and immediately after the adjustment.

(2) The number shown includes the number of additional stock options resulting from the adjustment to each of the previously granted stock option awards.

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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