

SCOTTS MIRACLE-GRO CO
Form 4
October 28, 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 *
HAGEDORN JAMES

(Last) (First) (Middle)

C/O THE SCOTTS MIRACLE-GRO
COMPANY, 14111 SCOTTS LAWN
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)
06/25/2014

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) Chairman and CEO

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	(A) or (D)	Price		
Common Shares	06/25/2014		S <u>(1)</u>		100	D	\$ 56.785	58,419.548	D
Common Shares	06/25/2014		S <u>(1)</u>		500	D	\$ 56.79	57,919.548	D
Common Shares	06/25/2014		S <u>(1)</u>		200	D	\$ 56.795	57,719.548	D
Common Shares	06/25/2014		S <u>(1)</u>		1,400	D	\$ 56.8	56,319.548	D
	06/25/2014		S <u>(1)</u>		100	D	\$ 56.805	56,219.548	D

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Common Shares								
Common Shares	06/25/2014	<u>S(1)</u>	1,600	D	\$ 56.81	54,619.548	D	
Common Shares	06/25/2014	<u>S(1)</u>	100	D	\$ 56.815	54,519.548	D	
Common Shares	06/25/2014	<u>S(1)</u>	1,271	D	\$ 56.82	53,248.548	D	
Common Shares	06/25/2014	<u>S(1)</u>	300	D	\$ 56.825	52,948.548	D	
Common Shares	06/25/2014	<u>S(1)</u>	1,910	D	\$ 56.83	51,038.548	D	
Common Shares	06/25/2014	<u>S(1)</u>	400	D	\$ 56.835	50,638.548	D	
Common Shares	06/25/2014	<u>S(1)</u>	799	D	\$ 56.84	49,839.548	D	
Common Shares	06/25/2014	<u>S(1)</u>	100	D	\$ 56.845	49,739.548	D	
Common Shares	06/25/2014	<u>S(1)</u>	903	D	\$ 56.85	48,836.548	D	
Common Shares	06/25/2014	<u>S(1)</u>	1,200	D	\$ 56.855	47,636.548	D	
Common Shares	06/25/2014	<u>S(1)</u>	100	D	\$ 56.8575	47,536.548	D	
Common Shares	06/25/2014	<u>S(1)</u>	3,100	D	\$ 56.86	44,436.548	D	
Common Shares	06/25/2014	<u>S(1)</u>	1,600	D	\$ 56.865	42,836.548	D	
Common Shares	06/25/2014	<u>S(1)</u>	2,276	D	\$ 56.87	40,560.548	D	
Common Shares	06/25/2014	<u>S(1)</u>	778	D	\$ 56.875	39,782.548	D	
Common Shares						35,701.75	I	By 401(K) Plan
Common Shares						1,945,789	I	HPLP <u>(2)</u>
Common Shares						6,614.6215	I	By DSPP

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)

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)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGEDORN JAMES C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTS LAWN ROAD MARYSVILLE, OH 43041	X	X	Chairman and CEO	

Signatures

Kathy L. Uttley as attorney-in-fact for James Hagedorn 10/28/2014

__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) 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.

Pursuant to Exchange Act Rule 16a-1(a)(1), the reporting person may be deemed, solely for purposes of determining whether he is a beneficial owner of more than 10% of the common shares of the Issuer ("Common Shares"), to be the beneficial owner of the securities of

(2) the Issuer that are held by Hagedorn Partnership, L.P., a Delaware limited partnership in which the reporting person is a general partner (the "Partnership"). Represents the aggregate proportionate interest of the reporting person and those family members in whose holdings he may be deemed to have a pecuniary interest, in Common Shares held by the Partnership.

Remarks:

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Form 3 of 3

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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