

SCOTTS MIRACLE-GRO CO

Form 4

November 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDERS BARRY W

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
__X__ Officer (give title below) ____ Other (specify below)
President and COO

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Shares	11/21/2014		M		48,838	A \$ 49.19	48,838 D
Common Shares	11/21/2014		S		301	D \$ 60.45	48,537 D
Common Shares	11/21/2014		S		200	D \$ 60.46	48,337 D
Common Shares	11/21/2014		S		200	D \$ 60.465	48,137 D
	11/21/2014		S		399	D \$ 60.48	47,738 D

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Common Shares							
Common Shares	11/21/2014	S	997	D	\$ 60.49	46,741	D
Common Shares	11/21/2014	S	100	D	\$ 60.5	46,641	D
Common Shares	11/21/2014	S	391	D	\$ 60.51	46,250	D
Common Shares	11/21/2014	S	12	D	\$ 60.52	46,238	D
Common Shares	11/21/2014	S	500	D	\$ 60.525	45,738	D
Common Shares	11/21/2014	S	199	D	\$ 60.53	45,539	D
Common Shares	11/21/2014	S	900	D	\$ 60.54	44,639	D
Common Shares	11/21/2014	S	800	D	\$ 60.55	43,839	D
Common Shares	11/21/2014	S	398	D	\$ 60.56	43,441	D
Common Shares	11/21/2014	S	2	D	\$ 60.565	43,439	D
Common Shares	11/21/2014	S	916	D	\$ 60.57	42,523	D
Common Shares	11/21/2014	S	2,264	D	\$ 60.58	40,259	D
Common Shares	11/21/2014	S	670	D	\$ 60.59	39,589	D
Common Shares	11/21/2014	S	600	D	\$ 60.595	38,989	D
Common Shares	11/21/2014	S	1,540	D	\$ 60.6	37,449	D
Common Shares	11/21/2014	S	796	D	\$ 60.61	36,653	D
Common Shares	11/21/2014	S	1,328	D	\$ 60.63	35,325	D
Common Shares	11/21/2014	S	112	D	\$ 60.635	35,213	D
Common Shares	11/21/2014	S	1,881	D	\$ 60.64	33,332	D
	11/21/2014	S	2	D		33,330	D

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Common Shares					\$ 60.645		
Common Shares	11/21/2014	S	1,205	D	\$ 60.65	32,125	D
Common Shares	11/21/2014	S	300	D	\$ 60.66	31,825	D
Common Shares	11/21/2014	S	1,769	D	\$ 60.67	30,056	D
Common Shares	11/21/2014	S	306	D	\$ 60.68	29,750	D
Common Shares	11/21/2014	S	594	D	\$ 60.7	29,156	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 49.19	11/21/2014		M	48,838	01/21/2014 01/20/2021	Common Shares 48,838

Reporting Owners

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

Signatures

Kathy L. Uttley as attorney-in-fact for Barry W.
Sanders

11/25/2014

__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).

Remarks:

Form 1 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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